



**Factory & Corporate Office :**

Kancharia Industrial Estate.

Survey No.: 90/3/2/B, Opp. Sopara Phata Police Station, At & Post-Pelhar,

N. H. No.8, Taluka - Vasai, Dist-Palghar, Pin: 401208.

CIN: L74140MH2010PLC205904

Phone: +91 8087042862

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**NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING (“EGM” or “MEETING”) OF THE MEMBERS OF NAMAN IN-STORE (INDIA) LIMITED (“COMPANY”) WILL BE HELD ON THURSDAY, 12<sup>th</sup> SEPTEMBER 2024 AT 11:30 A.M (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:**

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**1. TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“**Act**”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, pursuant to recommendation of the Board of Directors of the Company (“**Board**”), the consent of the Members of the Company, be and is hereby accorded to increase the existing authorised share capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore and Ten Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten only) each by creation of additional 40,00,000 (Forty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company, be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crores and Fifty Lakh) Equity shares of Face Value of Rs. 10/- (Rupees Ten only) each. The company shall have the power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with these regulations*



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*of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Company.*

**RESOLVED FURTHER THAT** any of the Director of the Company, be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs (“MCA”) and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

**2. TO CREATE, OFFER, ISSUE, AND ALLOT EQUITY SHARES ON A PREFERENTIAL BASIS.**

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**the Act**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”) as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**LODR Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (hereinafter referred as “**NSE**”) where the equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the **SEBI**, the **NSE** and/ or any other competent authorities (hereinafter collectively referred to as (“**Regulatory Authorities**”) from time to time, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as (“**Board**”) which term shall be deemed to mean and

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include one or more Committee(s) already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, in one or more tranches, 25,17,980 (Twenty-Five Lakhs Seventeen Thousand Nine Hundred Eighty) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 139/- (Rupees One Hundred and Thirty-Nine only) per Equity Share, including a premium of Rs. 129/- (Rupees One Hundred and Twenty-Nine only) per Equity Share, aggregating to Rs. 34,99,99,220/- (Rupees Thirty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousands Two Hundred Twenty Only) which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (“Subscription Shares” and this offer the “Preferential Allotment”) being the price determined in accordance with Chapter V (Preferential Issue) of the ICDR Regulations, in such a manner and on such terms and conditions, as may be approved or finalized by the Board, to the following allottees (“Proposed Allottees” and such issue, the “Preferential Issue”) as detailed herein below:

Sr. No.	Name of the proposed allottee	Status & Category of Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration (Rs.)
1.	Ashish Rameshchandra Kacholia	Individual (Public)	10,79,135	14,99,99,765
2.	RBA Finance & Investment Co	Partnership Firm (Public)	10,79,135	14,99,99,765
3.	Ramakrishnan Ramamurthi	Individual (Public)	3,59,710	4,99,99,690

**RESOLVED FURTHER THAT** in accordance with the provisions of Part IV of Chapter V of the ICDR Regulations and other applicable laws, the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is **13<sup>th</sup> August 2024**, being the working day preceding 30 days prior to the date of the Extra-ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:



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1. The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all aspects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
3. The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that, where the allotment of the said Subscription Shares is subject to receipt of any approval or permission of any Regulatory Authority (including, but not limited to the Stock Exchanges and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals and permissions.
4. The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
5. The Subscription Shares to be allotted to the Proposed Allottee shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
6. The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorised to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR



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Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the NSE within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) changes, variations, alterations, additions and/or deletions in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Member.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the NSE for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Subscription Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

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

**Ritik Sunil Madnani**  
**Company Secretary and Compliance Officer**  
**Membership No. A72750**

**Date: 19<sup>th</sup> August 2024**  
**Place: Mumbai**



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**NOTES:**

1. The EGM of the Company is being conducted through VC in compliance with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “**MCA Circulars**”), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company shall be deemed to be the venue for the EGM.
2. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
3. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website <https://www.namaninstore.com>, websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at <https://www.nseindia.com> and on the website of Bigshare Services Private Limited (“**BIGSHARE** or “**Bigshare**”) <https://ivote.bigshareonline.com> (agency providing the remote e-voting facility).
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Clarification / Guidance on the applicability of Secretarial Standards - 1 and 2, issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company.
5. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars read with Securities and Exchange Board of India (“**SEBI**”) circulars issued thereto the physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



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7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Corporate members intending their authorized representative to attend the EGM are requested to send a duly certified copy of the Board Resolution authorising them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail in advance to [compliance@nipl.co](mailto:compliance@nipl.co)
9. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [compliance@nipl.co](mailto:compliance@nipl.co)
10. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the EGM at to [compliance@nipl.co](mailto:compliance@nipl.co)
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
12. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
13. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-Voting, i.e., Thursday, 05<sup>th</sup> September 2024, such person may obtain the User ID and Password from Bigshare by email request on [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com). In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.
14. Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.





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15. The Board has appointed Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035 and CP No. 24147), Practicing Company Secretary as the Scrutinizer to the e-voting process and voting at the EGM in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizers report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
17. The results declared along with the scrutinizer's report shall be placed on the Company's website <https://www.namaninstore.com> and the website of Bigshare <https://ivote.bigshareonline.com> and shall also be communicated to the stock exchange. The resolutions shall be deemed to be passed at the EGM.

**GENERAL INSTRUCTIONS FOR REMOTE E-VOTING AND THE EGM 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 LODR, 2015 and in terms of SEBI Master circular dated 11<sup>th</sup> July 2023 in relation to e-voting facility provided by Listed Entities, the members are provided with the e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by Bigshare at the EGM.
2. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 05<sup>th</sup> September 2024, 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 Monday, 09<sup>th</sup> September 2024 (09:00 a.m.) to Wednesday, 11<sup>th</sup> September 2024 (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:**

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**Factory Unit 1 :** C-15, Arihant Industrial Estate, Behind Parmar Techno Center, W. E. Highway, Pelhar, Vasai (East), Dist. – Palghar - 401208  
**Regd. Office:** E/13-14, Shree Sardar Patel CHS, Patel Baug, Nehru Road, Opp. Adarsh Petrol Pump, Vile Parle (East), Mumbai – 400057.

• Email ID : [info@nipl.co](mailto:info@nipl.co) • Website: [www.namaninstore.com](http://www.namaninstore.com)

**Formerly Known as - Naman In-store (India) Private Limited**



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- i. The voting period begins on Monday, 09<sup>th</sup> September 2024 (09:00 a.m.) to Wednesday, 11<sup>th</sup> September 2024 (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 Thursday, 05<sup>th</sup> September 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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.

- iv. 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.

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

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> 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. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will</p>



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	<p>be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting &amp; voting during the meeting.</p>

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



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

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

**1. 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.



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**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.

**2. 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.

**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.

**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.



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**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholders 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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**3. Procedure for joining the EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- 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 attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the EGM are as under:-**

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**





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In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.



**Factory Unit 1 :** C-15, Arihant Industrial Estate, Behind Parmar Techno Center, W. E. Highway, Pelhar, Vasai (East), Dist. – Palghar - 401208  
**Regd. Office:** E/13-14, Shree Sardar Patel CHS, Patel Baug, Nehru Road, Opp. Adarsh Petrol Pump, Vile Parle (East), Mumbai – 400057.

• Email ID : [info@nipl.co](mailto:info@nipl.co) • Website: [www.namaninstore.com](http://www.namaninstore.com)

**Formerly Known as - Naman In-store (India) Private Limited**



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**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to special businesses mentioned in the accompanying Notice:

**Item no.: 1**

The present authorized share capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore and Ten Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten only).

In order to facilitate the future funding requirements, if any, of the Company, it is proposed to increase the authorized share capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores and Fifty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten only) each by creation of additional 40,00,000 (Forty Lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

The Board recommends the resolution set out in item no. 01 of the accompanying notice for your approval as an Ordinary Resolution.

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



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**Item no.: 2**

In accordance with applicable provisions of the Companies Act, 2013, along with the rules made thereunder, read with the ICDR Regulations and the LODR Regulations as amended from time to time, the approval of Members of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to the Proposed Allottees belonging to the non-promoter (public) category, in compliance with applicable provisions of the ICDR Regulations.

The following explanatory statement sets out all material facts relating to the special business mentioned under item No. 2 of the accompanying Notice.

Necessary information / details in respect of the proposed Preferential Allotment in the Act and ICDR Regulations and other applicable provisions of law, are as follows:

**a. Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:**

The Board of Directors of the Company had, at its meeting held on 19<sup>th</sup> August, 2024, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance up to 25,17,980 (Twenty Five Lakhs Seventeen Thousand Nine Hundred Eighty) fully paid-up Equity Shares of the Company to Proposed Allottees, by way of a preferential issuance on a private placement basis, at a price of Rs. 139/- (Rupees One Hundred and Thirty-Nine only) each Equity Share, aggregating to Rs. 34,99,99,220/- (Rupees Thirty-Four Crores Ninety-Nine Lakh Ninety-Nine Thousand Two Hundred and Twenty only), being the price determined in accordance with Chapter V of the ICDR Regulations.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**b. Purpose or Objects of the Preferential Issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objectives:

- i) **General Corporate Purpose:** Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakhs) i.e. up to 24.29% (twenty four point two-nine percent- approx) of the Issue Proceeds will be utilized for preferential issue related expenses and general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a



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manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

- ii) **Working Capital:** Rs. 26,49,99,220/- (Rupees Twenty-Six Crore and Forty-Nine Lakh Ninety-nine Thousand Two Hundred and Twenty only) of the Issue Proceeds will be allocated to bolstering working capital, which is essential for sustaining and expanding the business operations of the Company. This will provide the financial flexibility needed to manage operational expenses, such as payroll, inventory management, utility costs, and supplier payments, ensuring the company can fulfill customer demands efficiently and support continuous business growth. By strengthening working capital, the company aims to ensure seamless day-to-day operations, address unforeseen challenges, and capitalize on new opportunities as they arise. This allocation also reinforces a commitment to maintaining a robust financial position, enabling the company to navigate market dynamics and pursue strategic objectives with confidence.

While the amounts proposed to be utilized against each of the objects specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Issue Proceeds shall be utilized in the manner as specified above, prior to the end of March 2026.

In case of deviation, the amount stated for the objects above shall not be added to the General Corporate Purposes.

The disclosures above are in accordance with the said notice/circular and the Company is not required to appoint a credit rating agency as the monitoring agency in this respect as the issue size of preferential issue exceeds one hundred crore rupees.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest/deposit such proceeds in Fixed Deposit, Money Market Instruments including Money Market Mutual Funds, Deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

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**c. Kinds of securities offered maximum number of shares to be issued and the price at which the allotment is proposed:**

The Company proposes to issue and allot up to 25,17,980 (Twenty-Five Lakh Seventeen Thousand Nine Hundred and Eighty) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 139/- (Rupees One Hundred and Thirty-Nine only) (including a premium) per Equity Shares, aggregating up to Rs. 34,99,99,220/- (Rupees Thirty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Two Hundred and Twenty Only).

**d. Basis or justification on which the price (including premium, if any) has been arrived at along with the report of the registered valuer:**

In terms of Regulation 166A of ICDR Regulations, the Company may issue & allot Equity Shares more than five percent of the post issue fully diluted share capital of the Company. Hence the Company has obtained the Valuation Report from the Independent Registered Valuer FCA Payal Gada, having Registration no. IBBI/RV/06/2019/11170 under the Securities or Financial Assets category. As per the Valuation Report, the floor price per equity share of the Company is Rs. 138.99/-. Copy of Valuation Report is available on the website of the Company at <https://www.namaninstore.com/investor.php>.

In terms of the ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 138.99/- per Equity Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 119.92/- per equity share.
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 138.99/- per equity share.
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company do not provide for any method of determination for valuation of shares which results in a floor price higher than determined price pursuant to ICDR Regulations.

The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 139/- (Rupees One Hundred Thirty-Nine only) per Equity Share, being a price that is not less than the floor price computed in accordance with Chapter V of the ICDR Regulations.

**e. Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is **13<sup>th</sup> August 2024**, being the working day preceding 30 days prior to the date of the Extra-ordinary General Meeting i.e., **12<sup>th</sup> September 2024**.



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**f. Amount which the Company intends to raise by way of such securities/ size of the issue:**

The proposed issue size is up to Rs. 34,99,99,220/- (Rupees Thirty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Two Hundred and Twenty only).

**g. Principal terms of assets charged as securities:**

Not applicable

**h. Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:**

The Preferential Issue, if approved, is proposed to be made to (individuals/partnership firm/body corporate) proposed allottees as specified under Sr. 1. below, which is neither a promoter nor a related party of the Company, as per the Act, LODR Regulations and the ICDR Regulations and such status remain the same post the Preferential Allotment of Subscription Shares. All the proposed allottees had Valid PAN.

**i. Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

None of the promoters, directors, key managerial personnel or senior management of the Company has provided intend to subscribe to any of the Subscription Shares proposed to be issued under the Preferential Allotment.

**j. Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects:**

As no subscription is being made by promoter or director of the Company in the Preferential Allotment, no contribution is being made by them, as part of the Preferential Allotment.

**k. Timeframe/ proposed time schedule, within which the Preferential Issue/allotment shall be completed:**

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on NSE, which require in-principle approval of NSE, where shares are listed. The allotment shall be completed within 15 days (Fifteen

days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the Regulatory Authorities or the Stock Exchanges, whichever is later.

**1. Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:**

The details are provided in below table:

Sr. No.	Name of the proposed allottee	Status & Category of Investor	Name of natural persons who are ultimate beneficial owners	Pre-preferential issue shareholding		Maximum Number of Equity Shares to be issued and allotted
				No. of Shares	% of total Equity	
1.	Ashish Rameshchandra Kacholia	Individual (Public)	Not Applicable	0	0	10,79,135
2.	RBA Finance & Investment Co.	Partnership Firm (Public)	Mr. Suresh Kumar Agarwal; Mrs. Sarita Agarwal	0	0	10,79,135
3.	Ramakrishnan Ramamurthi	Individual (Public)	Not Applicable	0	0	3,59,710

**m. Percentage of post preferential offer capital that may be held by the Proposed Allottee:**

Details of shareholding of the proposed allottees in the Company, prior to and after the proposed Preferential Issue, are as under:

Sr. No.	Name of the proposed allottee	Status & Category of Investor	Pre-preferential shareholding		Post-preferential shareholding	
			No. of Shares	% of total Equity	No. of Shares	% of total Equity
1.	Ashish Rameshchandra Kacholia	Individual (Public)	0	0	10,79,135	8.26%
2.	RBA Finance & Investment Co.	Partnership Firm (Public)	0	0	10,79,135	8.26%
3.	Ramakrishnan Ramamurthi	Individual (Public)	0	0	3,59,710	2.75%



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**n. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares. However, there will be dilution in the shareholding percentage of Promoters and Promoter Group consequent to the proposed Preferential Issue of Equity Shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue

**o. Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable.

**p. Listing:**

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing the Equity Shares proposed to be issued by the Company through this preferential allotment. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**q. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current financial year 2024-25.

**r. Lock-in Period:**

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the ICDR Regulations.

**s. Undertaking:**

As the Equity Shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.





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**t. Shareholding pattern of the Company before and after the Preferential Issue:**

Category	Pre preferential issue (As on the 09.08.2024)		Post preferential issue	
	No. of Equity Shares	% of total Equity (%)	No. of Equity Shares	% of total Equity (%)
Promoters and Promoter Group (A)	77,00,000	72.99	77,00,000	58.93
Public (B)	22,41,600	21.25	47,59,580	36.43
Clearing member (C)	6,400	0.06	6,400	0.05
Corporate Bodies (D)	4,54,400	4.30	4,54,400	3.48
Foreign Portfolio Investor (E)	52,800	0.50	52,800	0.40
Corporate Category I Non-Resident Investor (F)	92,800	0.87	92,800	0.71
<b>Grand Total (A) + (B) + (C) + (D) + (E) + (F)</b>	<b>1,05,48,000</b>	<b>100</b>	<b>1,30,65,980</b>	<b>100</b>

*Note: No. of shares as mentioned in the categories of Sr. no. B to F of the above table under the column post preferential allotment may change subject to inter transfer of shares by the shareholders in the market.*

**u. Certificate from Practicing Company Secretary:**

The certificate from Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035 and CP No. 24147), Practicing Company Secretary, certifying that the proposed Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link <https://www.namaninstore.com/investor.php>

**v. Other Disclosures:**

The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

- The Proposed Allottees has confirmed that it has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- Neither the Company nor any of its directors or promoters are categorized as a fraudulent borrower as defined under the ICDR Regulations.
- The Company hereby undertakes that neither the Company's name nor any of its Promoters or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the



**Factory & Corporate Office :**

Kantharia Industrial Estate.

Survey No.: 90/3/2/B, Opp. Sopara Phata Police Station, At & Post-Pelhar,  
N. H. No.8, Taluka - Vasai, Dist-Palghar, Pin: 401208.

CIN: L74140MH2010PLC205904

Phone: +91 8087042862



guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

- The Board of Directors has approved the aforesaid Preferential Issue of Equity Shares at its Meeting held on August 19, 2024.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any Preferential issuance to any person or entity, during the year.
- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the uniform listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.
- The Company has not bought back any of its Equity Shares.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on a preferential basis during the current financial year 2024-2025 and the previous financial year 2023-2024.
- Proposed Allottee does not hold any shares of the Company prior to the date of this Notice, hence lock-in of pre-allotment holding is not applicable.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of LODR, 2015.
- The Company has received the Permanent Account Numbers of the proposed allottee.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis, hence the approval of the Members is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the Preferential Issue would be subject to limit of the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as Members in general, in the said resolution.