

NAMAN INNOVATION LIMITED
(Earlier known as NAMAN INNOVATION PRIVATE LIMITED)

Reg. Office: Plot No. 30 and 31, Panchratna Green Industrial Park, Paldi,
Kankaj, Ahmedabad, Daskroi, Gujarat, India, 382425

CIN No.: U51909GJ2022PLC136371

Email Id: Info@namaninnovation.com, **M. No.:** +917984983407

NOTICE

NOTICE IS HEREBY GIVEN THAT 01ST "EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2026-27 OF NAMAN INNOVATION LIMITED WILL BE HELD ON MONDAY, 08TH JUNE, 2026, AT 03:00 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1: APPOINTMENT OF MR. ADITYA DARSHANKUMAR PANCHOLI (DIN: 11605223) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation by Board of Directors vide their resolution dated 13th May, 2026, consent of members be and hereby accorded to Appoint Mr. Aditya Darshankumar Pancholi (DIN: 11605223 & Independent Director's Databank Registration No: IDDB-NR-202602-088466), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, as Non-Executive Independent Director of the Company with effect from 08th June 2026 for a period of 5 years up to 07th June 2031 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment/suggestion/ observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter."

ITEM NO.2: APPOINTMENT OF MR. HARSHIL B VADODARIYA (DIN: 07827003) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation by Board of Directors vide their resolution dated 13th May, 2026, consent of members be and hereby accorded to appoint Mr. Harshil B Vadodariya (DIN: 07827003 & Independent Director’s Databank Registration No: IDDB-DI-202004-015135), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, as Non-Executive Independent Director of the Company with effect from 08th June 2026 for a period of 5 years up to 07th June 2031 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment/suggestion/ observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter.”

ITEM NO.3: APPOINTMENT OF MS. KOMAL VIJAYBHAI CHAUHAN (DIN: 10452919) AS A NON-EXECUTIVE WOMAN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation by Board of Directors vide their resolution dated 13th May, 2026, consent of members be and hereby accorded to Appoint Ms. Komal Vijaybhai Chauhan (DIN: 10452919 & Independent Director’s Databank Registration No: IDDB-NR-202404-054532), who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, as Non-Executive Woman Independent Director of the Company with effect from 08th June 2026 for a period of 5 years up to 07th June 2031 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment/suggestion/ observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek

any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter.”

ITEM NO.4: FIXATION OF SITTING FEES PAYABLE TO NON-EXECUTIVE INDEPENDENT DIRECTORS

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

“RESOLVED THAT in accordance with the provisions of Section 197(5) and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company, the shareholders of the Company hereby approve the payment of sitting fees of **Rs. 5000/- (Rupees Five Thousand only)** for attending each meeting of the Board and its committees to the Independent Directors and Non-Executive Directors of the Company, in addition to reimbursement of actual expenses incurred in connection with attending such meetings.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary actions and to do all such acts, deeds, and things as may be required to give effect to this resolution.”

ITEM NO.5: CHANGE IN DESIGNATION OF MR. NAMAN ANDRAPIYA (DIN: 07720617) FROM CHAIRMAN CUM NON- EXECUTIVE DIRECTOR TO CHAIRMAN CUM EXECUTIVE DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the company be and is hereby accorded to change in designation of Mr. Naman Andrapiya (DIN: 07720617) from Chairman cum Non- Executive Director to Chairman cum Executive Director of the Company (liable to retire by rotation) with effect from 13th May 2026, with full liberty to the Board of Directors (hereinafter referred to as the “Board”) to revise/ alter/ modify/ amend/ change the terms of appointment as may be agreed to by the Board and Mr. Naman Andrapiya, within the applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

ITEM NO.6: APPROVAL OF REMUNERATION PAYABLE TO EXECUTIVE DIRECTOR- MR. NAMAN ANDRAPIYA (DIN: 07720617)

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the company as amended from time to time and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, the shareholders of the Company hereby approve the payment of remuneration & other perquisites to Executive Director – Mr. Naman Andrapiya (DIN: 07720617).”

Remuneration: In consideration of performance of duties, the company shall pay to the Executive director as under during the contention of his tenure.

Salary: Upto Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum to Mr. Naman Andrapiya as mentioned above pursuant to provision and Schedule V of the Companies Act, 2013, and subject to such approval and with the authority of the Board and Board may vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company. Further the Company can recover the excess amount from the Executive Director if he had received in excess of what would have been payable to him subject to approval of members of the company.

Term: Mr. Naman Andrapiya was appointed as Chairman cum Non-Executive Director and was subsequently re-designated as Chairman cum Executive Director. He is also liable to retire by rotation.

MINIMUM REMUNERATION

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Executive Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

“RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and agreement/memorandum under Section 190 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO.7: TO INCREASE THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO ALL THE DIRECTORS

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

“RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Resolution passed by the Board of Directors dated 13th May, 2026, consent of the Members of the Company be and is hereby accorded to fix the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director of the Company in respect of any financial year, upto Rs. 500 Lakhs which may exceed from the existing limit of 11% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act, in the following manner: -

- (i) To the Managing Director and Whole-time Director upto Rs. 400 Lakhs, as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel, subject to and within the overall limit of Rs. 500 Lakhs as aforesaid;
- (ii) To the Directors other than Managing Director and Whole-time Director, upto Rs. 100 Lakhs, as may be decided by the Board from time to time, within the overall maximum limit of Rs. 500 Lakhs as mentioned above.

“RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution with being required to seek any further consent or approval of the Members of the Company.”

ITEM NO.8: RECOMMENDATION OF REMUNERATION PAYABLE TO MANAGING DIRECTOR- MR. KEVIN MAHESHKUMAR SHAH (DIN: 08144696)

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the company as amended from time to time and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, the shareholders of the Company hereby approve the payment of remuneration & other perquisites to Managing Director - Mr. Kevin Maheshkumar Shah (DIN: 08144696).”

Remuneration: In consideration of performance of duties, the company shall pay to the Managing director as under during the contention of his tenure.

Salary: Upto Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum to Mr. Kevin Maheshkumar Shah as mentioned above pursuant to provision and Schedule V of the Companies Act, 2013, and subject to such approval and with the authority of the Board and Board may vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the

Company. Further the Company can recover the excess amount from the Managing Director if he had received in excess of what would have been payable to him subject to approval of members of the company.

Term: Mr. Kevin Maheshkumar Shah was appointed as Managing Director of the company for a period of 5 years w.e.f 06th May, 2024 till 05th May, 2029 liable to retire by rotation and on terms and conditions of his continuance in the office of Managing Director of the Company.

Nature of Duties & Powers: Mr. Kevin Maheshkumar Shah, Managing Director, shall look after the day-to-day management and business affairs of the company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

MINIMUM REMUNERATION

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

“RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and agreement/memorandum under Section 190 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO.9: APPROVAL OF RAISING OF CAPITAL THROUGH INITIAL PUBLIC OFFERING (IPO) ON SME PLATFORM

“RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or reenactment thereof, for the time being in force) (“Companies Act, 2013”) and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time (“SCRA”), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (“Listing Agreements”), the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India (“SEBI”) or any other competent authority (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and

subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed, to by the Board of Directors of the Company (hereinafter referred to as the "Board"), which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), on the recommendation of Audit Committee and subject to the approval of members of the Company in the general meeting for an initial public offering of the equity shares of the Company, the board be and is hereby authorized to create, offer, issue and allot not exceeding 40,00,000 (Forty Lakh) equity shares of Face Value Rs. 10/- (Rupees Ten Only) each or such other equity shares as may be decided by the Board at such price including premium as may be decided in any mode whether fixed or through Book Building Mechanism by way of a fresh issuance of Equity shares ("Fresh Issue"), out of the authorized share capital of the Company, and at its discretion, of such number of Equity Shares or up to such amount as the Board may, decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off) , to any category of person or persons as permitted under applicable laws, who may or may not be the shareholder(s) of the Company and as the Board may, at its sole discretion, decide in consultation with the Book Running Lead Manager ("BRLM") so appointed, including but not limited to resident investors, mutual funds, non-resident Indians, qualified institutional buyers, Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, eligible Indian and/or multilateral financial institutions, eligible employees of the company (through reservation or otherwise), individual investors, body corporates, any other company/companies, private or public or other body corporate(s) entities whether incorporated or not and to such other persons including high net worth individuals, individual bidders or other entities, in one or more combinations thereof and/or any other category of investors ,["Initial Public Offer"] including the Pre-IPO investors, and Anchor Investors, if any, as defined under the SEBI ICDR Regulations (collectively referred to as the "Investors"), through a Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus and/or an issuing memorandum, as may be required and the decision to determine the category or categories of investors to whom the transfer/issue shall be made to the exclusion of all other categories of investors, considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM and that the Board may in consultation with the BRLM finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchange(s) as may be decided by the Board from time to time and that in case of oversubscription, an allotment of not more than 10% of the net offer to public be made for the purpose of making allotment in minimum lots in consultation with the stock exchange as the Board may in its absolute discretion deem necessary, appropriate or desirable."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees or shareholders (the "Reservation") made under Regulation 254 of SEBI ICDR Regulations or to provide a discount to the issue price to individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to allot equity shares and finalize other matters in connection with or incidental to

the issue, including determining any anchor investor portion and allocate such number of equity shares to the anchor investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT:

- a) all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act 2013 and application monies received pursuant to the issue shall be refunded/unblocked within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.
- b) details of all monies utilised out of the Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
- c) details of all unutilised monies out of the Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested.

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as mentioned in the foregoing resolution shall rank pair-passu with all existing Equity Shares of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the BRLM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, of the aforesaid, decide the exact Issue structure and the exact component of the issue structure.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to finalized, approve, and execute the Draft Red Herring prospectus/Red herring Prospectus/ Prospectus ("the Offer Documents"), to negotiate, prepare, file, finalised, modify, reapply, redo, execute and make necessary changes thereto and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, appointment of Book Running Lead manager (s) to the issue, Registrar to the Issue, Bankers to the issues, Depository Participants, Custodians, legal Advisors to the Issue, Underwriters and other intermediates as may be required in terms of provisions of applicable laws, rules, regulations and guidelines, for the time being in force, the determination of terms and conditions for issuance of the Equity Shares, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform-- NSE Emerge or SME platform of BSE as may be decided;

RESOLVED FURTHER THAT Mr. Kevin Maheshkumar Shah and/or Mr. Naman Andrapiya, Directors and/or Nidhi Sipani, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized on behalf of the Company to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the company.

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the company.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of any Director and/or Company Secretary of the company wherever required.”

ITEM NO. 10

ANY OTHER BUSINESS

“To consider and transact such other business(es) as may be permissible under the Companies Act, 2013 and as may be brought before the Meeting with the permission of the Chair.”

Registered Office:

Plot No. 30 and 31, Panchratna Green
Industrial Park, Paldi, Kankaj,
Ahmedabad, Daskroi, Gujarat, India, 382425

Place: Ahmedabad

Date: 13/05/2026

By order of the Board of Directors

NAMAN INNOVATION LIMITED

SD/-

KEVIN MAHESHKUMAR SHAH

MANAGING DIRECTOR

DIN NO: 08144696

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 10 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.namaninnovation.com. and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 05th June, 2026 at 09:00 A.M. and ends on Sunday, 07th June, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 01-06-2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01-06-2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

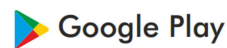
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="521 1283 1372 1709">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="521 1717 1372 1982">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on

“Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are 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>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of

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

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Sourabh9389@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mahatre at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@namaninnovation.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@namaninnovation.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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 EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@namaninnovation.com. The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are 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 available during the EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

NAMAN INNOVATION LIMITED
(Earlier known as NAMAN INNOVATION PRIVATE LIMITED)

Reg. Office: Plot No. 30 and 31, Panchratna Green Industrial Park, Paldi,
Kankaj, Ahmedabad, Daskroi, Gujarat, India, 382425

CIN No.: U51909GJ2022PLC136371

Email Id: Info@naminnovation.com, **M. No.:** +917984983407

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

Statement pursuant to Section 102(1) of the Companies Act, 2013 for Items as set out in the accompanying notice is as under:

ITEM NO.1: APPOINTMENT OF MR. ADITYA DARSHANKUMAR PANCHOLI (DIN: 11605223) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board has recommended the appointment of Mr. Aditya Darshankumar Pancholi as a Non-Executive Independent Director of the Company with effect from 08th June 2026 vide their resolution dated 13th May, 2026. In terms of section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board, on 13th May, 2026, recommended to appoint Mr. Aditya Darshankumar Pancholi as a Non-Executive Independent Director of the company. The resolution seeks the approval of members for the appointment of Mr. Aditya Darshankumar Pancholi as as a Non-Executive Independent Director of the Company up to 07th June 2031 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of independent director shall be approved by the company in general meeting as provided in sub-section (2) of section 152 of the Act. Mr. Aditya Darshankumar Pancholi's appointment is hereby placed for the approval of members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as an special resolution.

ITEM NO.2 APPOINTMENT OF MR. HARSHIL B VADODARIYA (DIN: 07827003) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board has recommended the appointment of Mr. Harshil B Vadodariya as a Non-Executive Independent Director of the Company with effect from 08th June 2026 vide their resolution dated 13th May, 2026. In terms of section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. The Company has received

from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board, on 13th May, 2026, recommended to appoint Mr. Harshil B Vadodariya as a Non-Executive independent director of the company. The resolution seeks the approval of members for the appointment of Mr. Harshil B Vadodariya as a Non-Executive Independent Director of the Company up to 07th June 2031 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of Independent Director shall be approved by the company in general meeting as provided in sub-section (2) of section 152 of the Act. Mr. Harshil B Vadodariya’s appointment is hereby placed for the approval of members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as an special resolution.

ITEM NO.3: APPOINTMENT OF MS. KOMAL VIJAYBHAJ CHAUHAN (DIN: 10452919) AS A NON-EXECUTIVE WOMAN INDEPENDENT DIRECTOR OF THE COMPANY

The Board has recommended the appointment of Ms. Komal Vijaybhai Chauhan as a Non-Executive Woman independent director of the Company with effect from 08th June 2026 vide their resolution dated 13th May, 2026. In terms of section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. The Company has received from her all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board, on 13th May, 2026, recommended to appoint Ms. Komal Vijaybhai Chauhan as a Non-Executive Woman independent director of the company. The resolution seeks the approval of members for the appointment of Ms. Komal Vijaybhai Chauhan as a Non-Executive Woman Independent Director of the Company up to 07th June 2031 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of independent director shall be approved by the company in general meeting as provided in sub-section (2) of section 152 of the Act. Ms. Komal Vijaybhai Chauhan’s appointment is hereby placed for the approval of members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as an special resolution.

ITEM NO.4: FIXATION OF SITTING FEES PAYABLE TO NON-EXECUTIVE INDEPENDENT DIRECTORS

The Board of Directors recognizes that Non-Executive Directors and Independent Directors provide valuable expertise and guidance to the Company. Considering the increasing complexity of regulatory requirements, corporate governance standards, and time commitments required for meetings of the Board and its Committees, it is proposed to pay sitting fees.

Pursuant to the provisions of Section 197(5) and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a company may pay a sitting fee to a director of Rs. 5000/- (Rupees Five Thousand only) for attending each meeting of the Board or Committees thereof.

The proposed sitting fees are in accordance with the regulatory limits. The fee shall be payable in addition to reimbursement of expenses for attending meetings.

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as a special resolution.

ITEM NO. 5: CHANGE IN DESIGNATION OF MR. NAMAN ANDRAPIYA (DIN: 07720617) FROM CHAIRMAN CUM NON- EXECUTIVE DIRECTOR TO CHAIRMAN CUM EXECUTIVE DIRECTOR

Pursuant to the provisions of Sections 152, 197 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and the Articles of Association of the Company, the consent of the members of the company is required to change in designation of Mr. Naman Andrapiya (DIN: 07720617) from Chairman cum Non- Executive Director to Chairman cum Executive Director of the Company (liable to retire by rotation).

The Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) have full liberty to revise/ alter/ modify/ amend/ change the terms of appointment as may be deem fit by the Board and Mr. Naman Andrapiya within the applicable provisions of the Companies Act, 2013."

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as an special resolution.

ITEM NO. 6: APPROVAL OF REMUNERATION PAYABLE TO CHAIRMAN CUM EXECUTIVE DIRECTOR- MR. NAMAN ANDRAPIYA (DIN: 07720617)

Pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, the present proposal is to seek the member's approval for the fixation of remuneration as per the provisions set out in the Companies Act, 2013 as amended from time to time.

The Board of Directors can alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule V to the companies Act, 2013 or any statutory modifications or re-enactment thereof.

Remuneration: In consideration of performance of duties, the company shall pay to the Executive director as under during the contention of his tenure.

Salary: Upto Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum to Mr. Naman Andrapiya as mentioned above pursuant to provision and Schedule V of the Companies Act, 2013, and subject to such approval and with the authority of the Board and Board may vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company. Further the Company can recover the excess amount from the Executive Directors if he had received in excess of what would have been payable to him subject to approval of members of the company.

Perks and perquisites/ incentives/ allowance: As decided by the Company rules.

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as a special resolution.

ITEM NO.7: TO INCREASE THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO ALL THE DIRECTORS

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder:

A. To Managing Director / Whole-time Director / Manager: -

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	5% of the net profits of the company.
Company with more than one MD/WTD/ Manager	10% of the net profits of the company.

B. To other Directors who are neither Managing Directors nor Whole-time Directors:

Condition	Maximum Remuneration in any financial year
If there is a MD/WTD/Manager	1% of the net profits of the company.
If there is no MD/WTD/Manager	3% of the net profits of the company.

As per the Companies (Amendment) Act, 2017, w.e.f. 12th September 2018, the companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

The Board of Directors recognizes the need for prudent financial management in the current business environment. While our company has been successful in maintaining stability and fostering growth, we believe it is essential to exercise fiscal responsibility. By limiting managerial remuneration, we aim to allocate resources efficiently, ensuring sustained profitability and enabling the implementation of strategic initiatives. This approach is in line

with our commitment to long-term success and will allow us to capitalize on emerging opportunities, invest in innovation, and maintain a robust financial position for the benefit of all stakeholders.

Accordingly, in the above backdrop, the Board of Directors, at its meeting held on 13th May, 2026, out of abundant caution and pursuant to the provisions of the Act as aforesaid, subject to approval of the Members of the Company, approved the proposal to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director of the Company as set out in the accompanying Notice.

The proposed increase in the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company is only to provide Omnibus authority to the Board of Directors to pay remuneration upto the overall maximum limit as specified in the relevant resolution during challenging times and not with a view to give any additional remuneration to the Managerial Personnel.

Except the change in overall limit of maximum remuneration as proposed in the relevant resolution(s), all other terms and conditions of the appointment/re-appointment of Managing Director, Whole-time Director and other Directors, approved by the Members shall remain unchanged.

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as a special resolution.

ITEM NO.8: RECOMMENDATION OF REMUNERATION PAYABLE TO MANAGING DIRECTOR–MR. KEVIN MAHESHKUMAR SHAH (DIN: 08144696)

Pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, the present proposal is to seek the member's approval for the fixation of remuneration as per the provisions set out in the Companies Act, 2013 as amended from time to time.

The Board of Directors can alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule V to the companies Act, 2013 or any statutory modifications or re-enactment thereof.

Remuneration: In consideration of performance of duties, the company shall pay to the Managing director as under during the contention of his tenure.

Salary: Upto Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum to Mr. Kevin Maheshkumar Shah as mentioned above pursuant to provision and Schedule V of the Companies Act, 2013, and subject to such approval and with the authority of the Board and Board may vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company. Further the Company can recover the excess amount from the Managing Director if he had received in excess of what would have been payable to him subject to approval of members of the company.

Perks and perquisites/ incentives/ allowance: As decided by the Company rules.

Nature of Duties & Powers: Mr. Kevin Maheshkumar Shah, Managing Director, shall look after the day-to-day management and business affairs of the company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

According to the provisions of Schedule V of the Companies Act, 2013, In case the companies doesn't earn sufficient profit or there is inadequate profit, resolution shall be passed for the remuneration payable to the Managing director for the period not exceeding five years, hence the remuneration payable to Mr. Kevin Maheshkumar Shah (DIN: 08144696) is proposed to be fixed for the period not exceeding five years (for the remaining tenure).

The details required pursuant to the provisions of Schedule V of the Companies Act, 2013, are as under:

I. General information:

Nature of industry	:	Paper Industry	
Date or expected date of commencement of commercial production	:	-	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	-	
Financial performance based on given indicators	:	For the year ended 31.03.2025	Rs. in lakhs
		Turnover (gross)	4401.34
		Profit after tax	270.67
		Net worth	1416.56
Foreign investments or collaborations, if any.	:	N.A.	

II. Information about the appointee:

Background details	:	Mr. Kevin Maheshkumar Shah is the Promoter and Managing Director of the Company and has an overall experience of more than 15 years in the paper industry in which our company operates.
Past remuneration	:	14.40 lakhs
Recognition or awards	:	-
Job profile and his suitability	:	Managing Director He has an overall experience of more than 15 years in the paper industry. He is

		responsible for establishing and evolving the strategic direction of the company and its array of services
Remuneration proposed	:	Upto Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	:	Taking into account the turnover of the company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	:	-

III. Other information:

Reasons of loss or inadequate profits	:	-
Steps taken or proposed to be taken for improvement	:	-
Expected increase in productivity and profits in measurable terms	:	-

As per the provisions of the Companies Act 2013, as amended the Board seeks the member's approval by way of a special resolution.

Details of Director seeking Re-Designation at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	Kevin Maheshkumar Shah
Age	31 Years
Qualification	Under Graduate
Experience	More than 15 years of experience in the Paper Industry
Terms and conditions of appointment	As set out in the resolution (Re-Designated as Managing Director on May 06, 2024 till May 05, 2029)
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	14.40 lakhs
Date of first appointment on the board	26/10/2022

Shareholding in the company	38,99,200
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-
Number of Meetings of the Board attended during the year	1
Other Directorships, Membership/Chairmanship of Committees of other Boards	1. GOPNATH GOLD MINT PRIVATE LIMITED

None of the Directors/Key Managerial Personnel of the Company/their relatives, in any way concerned or interested with the resolution said in the accompanying notice.

The board recommends the said resolution to be passed as a special resolution.

ITEM NO.9: RAISING OF CAPITAL THROUGH INITIAL PUBLIC OFFERING

On the recommendation of Audit Committee and approval of Board of Directors, the Company proposes to create, offer, issue and fresh equity shares of the company not exceeding 40,00,000 [Forty Lakh] Equity Shares of the Face Value of Rs. 10/- (Rupees Ten Only) each or such other equity shares as may be decided by the board at such price including premium as may be decided in any mode whether fixed or through Book Building mechanism, in the course of an Initial Public Offering (“IPO”) on such terms, in such manner, at such time and at such price and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR regulation”) to various categories of investors including qualified Institutional investors, Individual Investors, non-Institutional investors, non-residents Indian, foreign portfolio investors, and or eligible employees, as permitted under the SEBI ICDR Regulations, as the board may determine. The equity shares allotted shall rank pari - passu with the existing equity shares of the Company.

I. ISSUE PRICE:

The Price at which Equity shares will be allotted through IPO shall be determined and finalized by the Company in consultation with the Book Running Lead Manager(s) (BRLMs) in accordance with SEBI ICDR Regulations, on the basis of the Book Building Process.

II. THE OBJECT(S) OF THE ISSUE ARE:

The Proceeds of the IPO are to be utilized for the purposes as approved by the Board and/ or Audit Committee and accordingly it shall be disclosed in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (Offer Document) and to be filed with designated Stock Exchange- SME platform-- NSE Emerge or SME platform of BSE Limited as may be decided. The object of the IPO is to raise funds for incurring Capital Expenditure towards for the purchase of Plant & Machinery, Installation of Plant & Machinery for expansion of existing capacity utilization, To meet the Working Capital requirements; General Corporate Expenses; to meet the expenses of the Issue and any other objects, if any as approved by the Board and/ or Audit Committee. The Board, or any committee thereof has the authority to modify the above objects on basis of Requirements of the Company.

III. INTENTION OF PROMOTERS/DIRECTORS/ KEY MANAGERIAL PERSONNEL TO SUBSCRIBE TO THE OFFER:

The Company will not make an offer of equity shares to any of the Promoters, Directors or Members of the Promoter Group of the company in the Offer. However, the Directors (other than Directors who are also promoters or a part of the promoter group) or the Key Managerial personnel of the Company may apply for the equity shares in the various categories under the issue in accordance with the SEBI ICDR Regulations.

IV. WHETHER A CHANGE IN CONTROL IS INTENDED OR EXPECTED:

No change in control of the Company or its management of its business is intended or expected pursuant to the IPO.

The Board on the recommendation of the Audit Committee recommends the resolution for your approval, additionally, to the extent, the above requires amendments to be, made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

V. LOCK IN, RESTRICTIONS ON TRANSFERABILITY AND ALLOCATION OF SHARES:

Attention of the members is drawn to the provisions pertaining to Lock-in and Restrictions on Transferability as stipulated in Regulation 238 of Part IV of Chapter IX of SEBI (ICDR) Regulations, 2018 ("ICDR"), pursuant to which the equity shares of the Company existing before the initial public offer shall be locked-in for:

- a) a period of three years from the date of commencement of commercial production or the date of allotment in the initial public offer, whichever is later, for the minimum promoters' contribution i.e., 20% of the post issue capital shares held by the promoters of the Company, as defined in ICDR;
- b) promoters holding in excess of minimum promoters' contribution shall be locked-in as follows:
 - i. fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and
 - ii. remaining fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

"Individual Applicants" means individual Applicants (including HUFs and NRIs) who have applied for Equity Shares for an amount of more than Rs. 2,00,000, in any of the application options in the Issue;

"Minimum Application Size" The minimum application size shall be of 2 (Two) lots provided that the minimum application value shall be above ₹ 2.00 (Two) Lakhs.

Please note that the above time period is subject to changes in line with any amendment(s) in the ICDR. Furthermore, the lock-in period may increase subject to any encumbrance or any other law for the time being in force.

In view of the above and in terms of Section 23, 62(1) (c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, as amended, the approval of the members of the Company is required by way of a Special Resolution.

All the Directors, Key Managerial Personnel and relative of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

The Board of Directors of the Company consider the said Special Resolution in the interest of the Company and recommends the resolution for approval of the shareholders as a Special Resolution

As required by Section 102(3) of the Companies Act, 2013, the related documents shall be available for inspection at the registered office of the Company during business hours

Registered Office:

Plot No. 30 and 31, Panchratna Green
Industrial Park, Paldi, Kankaj,
Ahmedabad, Daskroi, Gujarat, India, 382425

**By order of the Board of Directors
NAMAN INNOVATION LIMITED**

**Place: Ahmedabad
Date: 13/05/2026**

SD/-
**KEVIN MAHESHKUMAR SHAH
MANAGING DIRECTOR
DIN NO: 08144696**