NAMAN
INNOVATION LTD.

CIN NO.: U51909GJ2022PLC136371
GSTIN: 24AAICN5624L1Z8
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NOTICE

NOTICE IS HEREBY GIVEN THAT 01ST "EXTRA ORDINARY GENERAL MEETING" FOR THE FINANCIAL YEAR 2026-27 OF NAMAN INNOVATION LIMITEDWILL 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 OFMR. 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 13thMay, 2026, consent of members be and hereby accorded to Appoint Mr. AdityaDarshankumarPancholi (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 08thJune 2026 for a period of 5 years up to 07thJune 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):-

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"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

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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.

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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 settleall 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 of NSE Emerge or SME platform of BSE as may be decided;

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RESOLVED FURTHER THAT Mr. Kevin Mahesh kumar 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

By order of the Board of Directors
NAMAN INNOVATION LIMITED
NAMAN INNOVATION LTD
DIRECTOR
KEVIN MAHESHKUMAR SHAH
MANAGING DIRECTOR

Place: Ahmedabad
DIN NO: 08144696
Date: 13/05/2026

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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 outin the accompanying notice is as under:

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

The Board has recommended the appointment of Mr. AdityaDarshankumarPancholi 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. AdityaDarshankumarPancholi as a Non-Executive Independent Directorof the company. The resolution seeks the approval of members for the appointment of Mr. AdityaDarshankumarPancholi as as a Non-Executive Independent Director of the Company up to 07thJune 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. AdityaDarshankumarPancholi'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 anspecialresolution.

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

The Boardhas recommended the appointment of Mr. Harshil B Vadodariyaas a Non-ExecutiveIndependent Director of the Company with effect from 08thJune 2026 vide their resolution dated 13thMay, 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

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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

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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 SUBSRIBE 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.

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"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 LTD
DIRECTOR
KEVIN MAHESHKUMAR SHAH
MANAGING DIRECTOR
DIN NO: 08144696

Place: Ahmedabad
Date: 13/05/2026