



Factory & Regd. Office :
Kantharia Industrial Estate.
Survey No.: 90/3/2/B, Opp. Sopara Phata Police Station, Pelhar,
N. H. No.8, Taluka - Vasai, Dist-Palghar, Pin: 401208.
CIN: L74140MH2010PLC205904
Phone: +91 8087042862



NOTICE OF POSTAL BALLOT

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

To,
Members
Naman Industries Proxima Limited,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot through e-voting, vide Ministry's General Circular No. 14/2020 date 08th April, 2020, Circular No. 03/2022 dated 05th May, 2022, Circular No 11/ 2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09 / 2024 dated September 19, 2024 and General Circular No. 03/2025, dated 22 September 2025 (in continuation to the circulars issued earlier in this regard), and Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (in continuation to the circulars issued earlier in this regard) Issued by SEBI and Secretarial Standard - 2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, approval of the Members of the Company is sought for the proposals contained in the resolutions forming part of this Notice of Postal Ballot ("**Notice**").

In compliance with the aforesaid circulars issued by MCA and SEBI, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules, as amended from time to time, and SS - 2 on General Meetings, Notice is being sent by the Company only through electronic mode to all its Members who have registered their email addresses with the Company and/or Bigshare Services Pvt Ltd, Registrar and Transfer Agent of the Company or their respective depository participants (NSDL/CDSL). Hard copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this postal ballot and they are required to communicate their assent or dissent through electronic means by remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the circulars issued by MCA and SEBI.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice.

Warehouse: Godown No. 01 & 02, Sheetal Industrial Complex, Behind Sagar Hotel, Chinchoti-Bhiwandi Road,
Kaman, Taluka - Vasai, Dist-Palghar, Pin: 401208.

Email ID : info@nipl.co • Website: www.nipl.co

Formerly Known as - Naman In-Store (India) Limited



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Pursuant to Rule 22(5) of The Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, at its Board meeting held on Tuesday, 24th February 2026, has appointed CS Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates, Practicing Company Secretary having Membership No. A-48035 and Certificate of Practice No. 24147 as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner.

In accordance with the MCA circulars, Members can vote only through the remote e-voting process. Pursuant to Section 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes by electronic means through the remote e-voting process. Members are requested to read the instructions in the Notes under the section "Voting through remote e-voting facility" of this Notice to cast their vote by electronic means through the remote e-voting process.

The Company has engaged the services of Bigshare Services Pvt Ltd for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://nipl.co/>.

The remote e-voting facility is available from 9:00 am (IST) on Friday, 27th February 2026 up to 5.00 pm (IST) on Saturday 28th March 2026.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5.00 pm (IST) on Saturday 28th March 2026.

The remote e-Voting facility will be disabled by Bigshare Services Pvt Ltd immediately thereafter and voting shall not be allowed beyond the said date and time. Members are requested to cast their vote through the remote e-voting process not later than 5.00 pm (IST) on Saturday 28th March 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received.

Based on the Scrutinizer's report, the results of the remote e-voting will be declared on or before Monday, 30th March 2026 i.e. within two (2) working days from close of voting period at the Registered Office of the Company. The declared results, along with the Scrutinizer's report, will be available forthwith on the website of the Company i.e. <https://nipl.co/investor> and will also be forwarded to NSE Limited, where the equity shares of the Company are listed. Bigshare Services

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Pvt Ltd, who has provided the platform for facilitating remote e-voting, will also display these results on its website i.e. <https://ivote.bigshareonline.com>

The last date of remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

ITEM NO. 01:

TO CONSIDER AND APPROVE EXTENSION OF TIME FOR UTILISATION OF UNUTILISED IPO PROCEEDS:

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

“RESOLVED THAT pursuant to the provisions of Section 27 of the Companies Act, 2013, (the “Act”) and other applicable provisions, if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (including any statutory modification or re-enactment thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and subject to any other applicable approvals, permissions and/or sanctions, the consent of the shareholders of the Company be and is hereby accorded for extension of the time limit for utilization of the balance Initial Public Offering (IPO) proceeds (“IPO Proceeds”), as stated in the Prospectus dated 28th March 2024 and Special Resolution passed in the Annual General Meeting dated 27th September 2024 filed by the Company with the Registrar of Companies (“RoC”) and the National Stock Exchange of India Limited (“NSE”), in the following manner:

| Sr. No. | Objects as approved/alterd on 27 th September 2024 | Total Amount Allocated (Rs. in Lakhs) | Total Amount Utilized as on 30 th September 2025 (Rs. in Lakhs) | Total Amount Unutilized as on 30 th September 2025 (Rs. in Lakhs) | Timeline Mentioned in Special Resolution Dated 27 th | Revised timeline for utilization | Details of Variation |
|---------|---|---------------------------------------|--|--|---|----------------------------------|----------------------|
| | | | | | | | |



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| | | | | | Septem ber 2024 | | |
|----|--|---------|--------|---------|--------------------|--------------|------------|
| 1. | Funding of Capital expenditure for purchase of land for setting up a new Manufacturing / Factory Unit in/ Gat No. ,18/2,31,32,33,34/1,34/2, 35,36/1, Village Chambale, Taluka Wada, District Palghar, Maharashtra 421312 | 549.03 | 549.03 | - | FY 2024-2025 | FY 2024-2025 | NA |
| 2. | Construction of factory building at Village Chambale Taluka Wada | 1113.79 | - | 1113.79 | FY 2025-2026 | FY 2026-27 | FY 2026-27 |
| 3. | Stamp Duty, Registration & Other Statutory Expenses | 37.18 | 37.18 | - | FY 2024-2025 | FY 2024-2025 | NA |
| 4. | General Corporate Expenses | 584.72 | 584.72 | - | - | - | NA |
| 5. | Public Issue Expenses | 250.00 | 250.00 | - | - | - | NA |

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 of the Companies Act, 2013, read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating or expedient to give effect to this resolution, for and on behalf of the Company including but not limited to making applicable filings and disclosures (with RoC or applicable stock exchanges or other authorities).

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For Naman Industries Proxima Limited

Roshni Tiwari

Company Secretary & Compliance Officer
Membership Number-A75178

Date: 24th February 2026
Place: Vasai



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NOTES:

1. The Explanatory Statement under the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Registrar and Transfer Agent ('RTA'), as on Friday 20th February, 2026, ("**Cut-Off Date**") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off Date.
3. Only those Shareholders whose names are appearing in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Shareholder as of the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that all Shareholders of the Company as on the Cut-Off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote concerning the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday 20th February 2026 being the cut-off date fixed for the purpose.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide a remote e-voting facility to its Shareholders, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 13 of this Notice.
6. The remote e-voting shall commence from Friday, 27th February 2026, 09:00 a.m., and shall end on Saturday 28th March 2026, 05:00 p.m. During this period, Shareholders of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote

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electronically. The remote e-voting module shall be disabled by Bigshare for e-voting thereafter.

7. The Board of Directors has appointed CS Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates, Practicing Company Secretary having Membership No. A-48035 and Certificate of Practice No. 24147, as the Scrutinizer to scrutinize the postal ballot process fairly and transparently.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://nipl.co/investor> and on the website of Bigshare at <https://ivote.bigshareonline.com> immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the noticeboard at the Registered Office of the Company.
10. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e. on Saturday 28th March 2026, 05:00 p.m.
11. Shareholders may download the Notice from the website of the Company at <https://nipl.co/investor> or from the website of Bigshare at <https://ivote.bigshareonline.com> (agency providing the remote e-voting facility). A copy of the Notice is also available on the website of NSE at www.nseindia.com/.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Shareholders desirous of inspecting the documents referred to in the Notice or Statement may send their requests to compliance@nipl.co from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID between the e-voting period.



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E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins from Friday, 27th February 2026, 09:00 a.m., and shall end on Saturday 28th March 2026, 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 20th February 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---------------------------------|---|
| Individual Shareholders holding | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to |

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| | |
|--|---|
| <p>securities in Demat mode with CDSL</p> | <p>Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e- Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> |

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

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

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

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

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| | |
|---------------------------------------|--|
| securities in Demat mode with NSDL | |
|---------------------------------------|--|

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

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

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

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

NOTE: If Shareholders are holding shares in demat form and have registered on to e- Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing.

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



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

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

- a) After successful login, Bigshare E-voting system page will appear.
- b) Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- c) Select event for which you are desire to vote under the dropdown option.
- d) Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- e) Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- f) Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- g) Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

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

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.
- **NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.



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

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

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

- After successful login, **Bigshare E-voting system** page will appear.
- i. **Investor Mapping:**
 - First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
 - **Note:** The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.
- ii. **Investor vote File Upload:**
 - To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
 - Select the Event under dropdown option.
 - Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation



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message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

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



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

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

Item No. 01:

The members at the Extra Ordinary General Meeting ("**EGM**") of the Company held on 08th November 2023 had approved the Initial Public Offering ("**IPO/Issue**") of the equity shares. The Company has made the IPO through a 100% book building route and raised Rs. 2534.72 Lakhs ("**Gross Proceeds**") by issuing 28,48,000 Equity Shares of Rs. 10/- each of the Company for cash, at a price of Rs. 89/- per equity share (including securities premium of Rs. 79/- per equity share). Accordingly, the net proceeds raised from the IPO were Rs. 2284.72 lakhs (after deducting Issue Expenses of Rs.250 lakhs). The net issue proceeds were planned with certain objects ("**Identified Objects**") as more particularly stated and described under the section titled 'Objects of the Issue' on page 85 of the Prospectus, as were considered appropriate and necessary by the management at that point of time.

Further pursuant to the Board Resolution dated 27th August 2024 and the Special Resolution in the Annual General Meeting by the shareholders of our Company held on 27th September 2024 the Company had altered the terms of the object stated in the Prospectus dated 28th March 2024.

Further, the members of the Company, at the Annual General Meeting held on 27th September 2024, approved the below variation in the terms of the objects of the IPO:

| Sr. No. | Original object of the IPO as stated in the Prospectus | Modified object as per Special Resolution dated 27 th September 2024 | Allocated Amount (in Lakhs) | Revised Allocated Amount as per Special Resolution dated 27 th September | Amount Utilised till 30 th September 2025 | Amount unutilised till 30 th September 2025 |
|---------|--|---|-----------------------------|---|--|--|
| | | | | | | |

Warehouse: Godown No. 01 & 02, Sheetal Industrial Complex, Behind Sagar Hotel, Chinchoti-Bhiwandi Road, Kaman, Taluka - Vasai, Dist-Palghar, Pin: 401208.

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| | | | | ber 2024 (in Lakh) | | |
|----|---|--|----------------|-----------------------------|----------------|----------------|
| 1. | Funding the Capital expenditure of our Company to acquire land on leasehold basis Butibori, MIDC and purpose to shift manufacturing facilities of the Company | Funding of Capital expenditure for purchase of land for setting up a new Manufacturing/Factory Unit in/ Gat No. ,18/2,31,32,33,34/1,34 /2,35,36/1, Village Chambale, Taluka Wada, District Palghar, Maharashtra 421312 | 466.83 | 549.03 | 549.03 | 0 |
| 2. | Construction of Factory building | Construction of factory building at Village Chambale Taluka Wada | 1217.89 | 1113.79 | - | 1113.79 |
| 3. | N.A. | Stamp Duty, Registration & Other Statutory Expenses | - | 37.18 | 37.18 | 0 |
| 4. | General Corporate Expense | General Corporate Expenses | 600.00 | 584.72 | 584.72 | 0 |
| 5. | Public Issue Expense | Public Issue | 250.00 | 250.00 | 250.00 | 0 |
| | Total | | 2534.72 | 2534.72 | 1420.93 | 1113.79 |

The unutilized amount of the IPO proceeds are invested in the Fixed Deposits.

Schedule of Implementation as approved by Special Resolution dated 27th September 2024:

| Sr. No. | Particulars | Expected Commenced date | Expected Completion date |
|---------|------------------|-------------------------|--------------------------|
| 1 | Land Acquisition | FY 2024-2025 | FY 2024-2025 |
| 2 | Plan Approval | FY 2024-2025 | FY 2024-2025 |
| 3 | Civil Building | FY 2025-2026 | FY 2025-2026 |
| 4 | PEB | FY 2025-2026 | FY 2025-2026 |

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| | | | |
|---|------------------|--------------|--------------|
| 5 | Site Development | FY 2025-2026 | FY 2025-2026 |
| 6 | Fire Fighting | FY 2025-2026 | FY 2025-2026 |
| 7 | Electrical Works | FY 2025-2026 | FY 2025-2026 |

However, it is further informed that the amount of Rs. 1113.79 lakhs, allocated for Construction of factory building at Village Chambale Taluka Wada remain unutilized as on 30th September 2025 solely on account of unforeseen and unavoidable delays in obtaining the requisite Government and statutory approvals. These approvals involve processes that are procedural, time-consuming and outside the control and discretion of the Company. The Company had taken all necessary and timely steps to apply for and pursue such approvals and there has been no deviation, diversion or misutilisation of the issue proceeds. Pending receipt of the said approvals, the unutilised funds have been parked in accordance with applicable regulatory requirements. The Company shall deploy the balance proceeds strictly for the stated object upon receipt of the requisite approvals.

It is now proposed to extend the timeline for utilisation of the unutilised IPO proceeds and to deploy the remaining funds on or before 30th September 2027. The proposed extension is sought solely to enable completion of the relevant approvals and implementation processes, and does not entail any change in the objects of the issue, nor any deviation or diversion of the IPO proceeds.

The relevant and material information required under Rule 3 (3) of the Companies (Prospectus and Allotment of Securities) Rules and Rule 7(1) 2014 are as follows:

| | | |
|----|---|---|
| 1. | The Object of the issue as amended in AGM dated 27 th September 2024 | <ol style="list-style-type: none"> 1. Funding of Capital expenditure for purchase of land for setting up a new Manufacturing/Factory Unit in/ Gate No. ,18/2,31,32,33,34/1,34/2,35,36/1, Village Chambale, Taluka Wada, District Palghar, Maharashtra 421312- Rs. 549.03/- lacs. 2. Construction of factory building at Village Chambale Taluka Wada- Rs. 1113.79/-lacs. 3. Stamp Duty, Registration& Other Statutory Expenses- Rs. 37.18 /-Lacs. 4. General Corporate Expenses- Rs. 584.72/- lacs. 5. Public Issue-Rs. 250.00/- lacs. |
| 2. | Total money raised | Rs. 2534.72/- lacs |

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| | | |
|----|--|--|
| 3. | The money utilised for the objects of the Company stated in the Modified object of the company (as at 30 th September 2025) | Rs. 1420.93/- lacs |
| 4. | The extent of achievement of proposed objects (that is fifty percent, sixty percent etc.) | 56.05% |
| 5. | The unutilised amount out of the money so raised through prospectus. | Rs. 1113.79/- Lacs |
| 6. | The particulars of the proposed variation in the terms of the contracts referred to in the prospectus or objects for which prospectus was issued | As stated above |
| 7. | The reason and justification for seeking variation | As stated above |
| 8. | The proposed time limit within which the proposed varied objects would be achieved | On or before 30 th September, 2027. |
| 9. | The clause wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue. | As stated above |



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| | | |
|-----|--|---|
| 10. | The risk factors pertaining to the new projects. | Not Applicable. The Company is seeking to extend the timeline for utilisation of unutilised IPO proceeds and deploy the remaining funds by 30 th September 2027. |
| 11. | The other relevant information which is necessary for the members to take an informed decision on the proposed resolution. | None |

The intention of the Board and the Management is to enhance shareholder value by utilizing the issue proceeds adequately which will lead to increase in profitability. Your Board recommends the resolution for the members' approval by way of **Special Resolution**.

The promoter/shareholders in control shall provide an exit opportunity to the dissenting shareholders to the proposed resolution subject to the conditions as prescribed in the SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018. The Promoters shall also appoint merchant banker, if required to determine the said exit offer price in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the resolutions mentioned at Item no.1 of the Postal Ballot Notice.

The Board recommends the resolution set forth in Item no. 1 for the approval of the Members.

For Naman Industries Proxima Limited

Roshni Tiwari

Company Secretary & Compliance Officer
Membership Number-A75178

Date: 24th February 2026

Place: Vasai