

#### The SCRUTINIZER'S REPORT

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

Date: April 15, 2025

To,

Naman In-Store (India) Limited

S. No 90 H No 3B Kantharia Compound, Opp Sopara Phata Police Station, Pelhar, Thane, Vasai, Maharashtra, India, 401208.

Subject: Scrutinizer's Report on postal ballot voting by equity shareholders through only remote electronic voting process pursuant to Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 in respect of the passing of the resolutions set out in the postal ballot notice dated March 10, 2025, to equity shareholders of Naman In-Store (India) Limited.

Dear Sir/Madam,

I, CS Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates, Practicing Company Secretary, having membership no. A48035 and certificate of practice no. 24147 have been appointed as Scrutinizer by the Board of Directors of Naman In-Store (India) Limited ("**the Company**") for the purpose of scrutinizing the postal ballot voting by equity shareholders through the remote e-voting process ("**e-voting**") during the period between Friday, March 14, 2025 at 9.00 a.m. (IST) to Saturday, April 12, 2025 at 5:00 p.m. (IST), fairly and transparently on the resolutions contained in the postal ballot notice to equity shareholders of the Company dated March 10, 2025 ("**Notice**").

The said appointment as Scrutinizer is under provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time. As a Scrutinizer, I have to scrutinize the process of e-voting by equity shareholders using an electronic voting system on the dates referred to in the Notice, and I submit my report as under:

#### 1. Management responsibility

The management of the Company is responsible to ensure compliance with the requirements of the Act, read with relevant circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules, and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) in respect of e-voting on the resolutions contained in the Notice.

Bhavesh Shamji Chheda

Digitally signed by Bhavesh Shamji Chheda Date: 2025.04.15 17:48:58 +05'30'

# 2. Scrutinizer's Responsibility

My responsibility as a scrutinizer for the e-voting process is restricted to scrutinizing that the e-voting process has been conducted in a fair and transparent manner and preparing a Scrutinizer's report of the votes cast "in favour" or "against" by the equity shareholders in respect of the resolutions contained in the Notice. My report is based on the verification of data and reports generated from the e-voting system provided by Bigshare Services Private Limited ("BigShare"), the e-voting service provider of the Company.

# A. Cut-off date and dispatch of Notice:

- i. The cut-off date for the purpose of the dispatch of the Notice and for reckoning the voting rights of the equity shareholders was Friday, March 07, 2025 ("Cut-off date"). The voting rights of the Equity Shareholders were in proportion to their shareholding in the paid-up equity share capital of the Company as of the Cut-off Date.
- ii. The Company completed the dispatch of the Notice on March 10, 2025, through electronic mode to the equity shareholders whose names appear in the register of equity shareholders/list of beneficial owners maintained by the depositories as on the Cut-off Date and whose email addresses are registered with the Company or with the depositories/Link Intime India Private Limited, Registrar and Share Transfer Agent.

# **B.** E-Voting Process

- i. As per the Notice, the e-voting period commenced on Friday, March 14, 2025, at 9.00 a.m. (IST) to Saturday, April 12, 2025, at 5:00 p.m. (IST), both days inclusive.
- ii. The votes cast under the e-voting were unblocked and downloaded by me on April 12, 2025, after the conclusion of the e-voting period as mentioned in the Notice in the presence of two witnesses, Mr. Sachin Kotian and Mr. Nimish Khakhar, who are not in the employment of Company. They have signed below in confirmation of the same:

Name	Signature
Mr. Sachin Kotian	SACHIN SHIVA  KOTIAN  Digitally signed by SACHIN SHIVA KOTIAN Date: 2025.04.15 18:11:51 +05'30'
Mr. Nimish Khakhar	NIMISH ARVINDKUMAR Digitally signed by NIMISH ARVINDKUMAR KHAKHAR KHAKHAR Date: 2025.04.15 18:13:28 +05'30'

iii. In compliance with MCA Circulars, physical copies of the Notice along with postal ballot form(s) and pre-paid business reply envelope(s) were not sent to equity shareholders of the Company for this postal ballot activity.

Bhavesh Shamji Chheda Digitally signed by Bhavesh Shamji Chheda Date: 2025.04.15 17:49:18 +05'30'



# C. Postal Ballot (e-voting) results:

- i. I have scrutinized and reviewed the e-voting process based on the data downloaded from the website of the Bigshare at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a>.
- ii. On proper scrutiny of all the votes cast by way of e-voting, I report the result of the postal ballot **(e-voting)** as under:

### **Resolution No. 01:**

Approval of	the Emplo	yee Stock O	ption Sche	me ("ESOS") for	r Eligible E	mployees o	of Naman	In-Store
(India) Limit	ed. ( <b>Speci</b>	al Business,	Special Re	esolution).				
Whether	promote	r/promoter	No					
group are		d in the						
agenda/reso	lution?							
Category	Mode	No. of	No. of	% of votes	No. of	No. of	% of	% of
	of	Shares	votes	polled on	votes -	Votes -	votes	votes
	Voting	held	polled	outstanding	in	in	in	against
				shares	favour	against	favour	on
							on	votes
							votes	polled
D .	-	<b>FF</b> 00000	<b>75</b> 00000	1000/	<b>55</b> 00000	0	polled	0.00
Promoter	E-	7700000	7700000	100%	7700000	0	100%	0.00
and	Voting		0	0.0000		0	0.0000	0.0000
Promoter	Poll	1	0	0.0000	0	0	0.0000	0.0000
Group	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot	==00000		1000/	==00000		1000/	2.22
D 11	Total	7700000	7700000	100%	7700000	0	100%	0.00
Public-	E-	633600	12000	1.89%	12000	0	1.89%	0.0000
Institutions	Voting		2	0.0000			0.0000	2 2222
	Poll	_	0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	633600	12000	1.89%	12000	0	100%	0.0000
Public-	E-	4732380	1600	0.03%	1600	0	0.03%	0.00
Non	Voting	1						
Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	4732380	1600	0.03%	1600	0	100%	0.00
Total		13065980	7713600	59.04%	7713600	0	100%	0.00

Bhavesh Shamji Chheda Digitally signed by Bhavesh Shamji Chheda Date: 2025.04.15 17:50:04 +05'30' Summary of total valid votes for resolution no 1.

Particulars	Number of equity	Number of votes casted	% of the total no. of valid votes
	shareholders	by equity shareholders	casted by equity shareholders
Votes in favour	9	7713600	100%
Votes against	0	0	0
Total	9	7713600	100%

### **Resolution No. 02:**

Approval of the Employee Stock Option Scheme ("ESOS") for Eligible Employees of Group Company(ies) including its Holding, Subsidiary and Associate Company(ies), if any. (Special Business, Special Resolution).

Whether	promote	r/promoter	No					
group are	intereste	d in the						
agenda/resc	olution?							
Category	Mode of	No. of Shares	No. of votes	% of votes polled on	No. of votes -	No. of Votes -	% of votes	% of votes
	Voting	held	polled	outstanding	in	in	in	against
	Voting	liciu	poneu	shares	favour	against	favour	on
				Situics	luvoui	uguinst	on	votes
							votes	polled
							polled	1
Promoter	E-	7700000	7700000	100%	7700000	0	100%	0.0000
and	Voting							
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	7700000	7700000	100%	7700000	0	100%	0.00
Public-	E-	633600	12000	1.89%	12000	0	100%	0.0000
Institutions	Voting							
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	633600	12000	1.89%	12000	0	100%	0.0000
Public-	E-	4732380	1600	0.03%	1600	0	100%	0.00
Non	Voting	_	_		_	_		
Institutions	Poll	-	0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot	4======	1600	0.000/	1.000		1000/	0.00
T	Total	4732380	1600	0.03%	1600	0	100%	0.00
Total		13065980	7713600	59.04%	7713600	0	100%	0.00

Bhavesh Shamji Chheda Digitally signed by Bhavesh Shamji Chheda Date: 2025.04.15 17:50:28 +05'30' Summary of total valid votes for resolution no 2.

Particulars	Number of equity	Number of votes casted	% of the total no. of valid votes
	shareholders	by equity shareholders	casted by equity shareholders
Votes in favour	9	7713600	100%
Votes against	0	0	0
Total	9	7713600	100%

### **Resolution No. 03:**

Approval of the grant of options to the Identified Employees of the Company, Group Company(ies) including its Holding, Subsidiary and Associate Company(ies), if any, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options. (Special Business, Special Resolution).

Whether	promoter	/promoter	No					
group are	intereste	d in the						
agenda/reso	lution?							
Category	Mode	No. of	No. of	% of votes	No. of	No. of	% of	% of
	of	Shares	votes	polled on	votes -	Votes -	votes	votes
	Voting	held	polled	outstanding	in	in	in	against
				shares	favour	against	favour	on
							on	votes
							votes	polled
							polled	
Promoter	E-	7700000	7700000	100%	7700000	0	100%	0.0000
and	Voting							
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	7700000	7700000	100%	7700000	0	100%	0.00
Public-	E-	633600	12000	1.89%	12000	0	100%	0.0000
Institutions	Voting							
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	633600	12000	1.89%	12000	0	100%	0.0000
Public-	E-	4732380	1600	0.03%	0	0	100%	0.0000
Non	Voting							
Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	4732380	1600	0.03%	1600	0	100%	0.00
Total								

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Summary of total valid votes for resolution no 3.

Particulars	Number of equity	Number of votes casted	% of the total no. of valid votes
	shareholders	by equity shareholders	casted by equity shareholders
Votes in favour	9	7713600	100%
Votes against	0	0	0
Total	9	7713600	100%

### **Resolution No. 04:**

				ımar Dinesh Mi		06919510) a	as an Inde	ependent
Director of tl		, , -	Business,	Special Resolut	ion).			
Whether	-	r/promoter	No					
group are	intereste	d in the						
agenda/reso	lution?							
Category	Mode	No. of	No. of	% of votes	No. of	No. of	% <b>of</b>	% of
	of	Shares	votes	polled on	votes -	Votes -	votes	votes
	Voting	held	polled	outstanding	in	in	in	against
				shares	favour	against	favour	on
							on	votes
							votes	polled
						_	polled	
Promoter	E-	7700000	7700000	100%	7700000	0	100%	0.0000
and	Voting	1	_			_		
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	7700000	7700000	100%	7700000	0	100%	0.00
Public-	E-	633600	12000	1.89%	12000	0	100%	0.0000
Institutions	Voting							
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	633600	12000	1.89%	12000	0	100%	0.0000
Public-	E-	4732380	1600	0.03%	0	0	100%	0.0000
Non	Voting							
Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000
	Ballot							
	Total	4732380	1600	0.03%	1600	0	100%	0.00
Total		13065980	7713600	59.04%	7713600	0	100%	0.00

Bhavesh Shamji Chheda Digitally signed by Bhavesh Shamji Chheda Date: 2025.04.15 18:09:36 +05'30' Summary of total valid votes for resolution no 4.

Particulars	Number of equity	Number of votes casted	% of the total no. of valid votes
	shareholders	by equity shareholders	casted by equity shareholders
Votes in favour	9	7713600	100%
Votes against	0	0	0
Total	9	7713600	100%

iii. Based on the aforesaid results, I report that the resolutions mentioned in the Notice stand approved as the resolutions were passed with the requisite majority by equity shareholders on April 12, 2025, being the last date fixed for e-voting by the Company.

# D. Custody of Reports:

All relevant records of voting are available only in electronic format and there was no physical voting. The electronic data and all other relevant records relating to e-voting have been handed over to the Company Secretary of the Company for preservation and safekeeping. Based on the above information, you may accordingly declare the result of the postal ballot (e-voting), as required.

# **Yours Sincerely**

### For Bhavesh Chheda & Associates

**Practicing Company Secretary** 

Bhavesh Digitally signed by Bhavesh Shamji Chheda Date: 2025.04.15 17:47:20 +05'30'

### CS Bhavesh Chheda

Proprietor

Membership No: ACS 48035

COP No: 24147

UDIN: A048035G000118369

Place: Mumbai

### Countersigned

For Naman In-Store (India) Limited

Person authorized by the Chairman Foram Rupin Desai Whole-Time Director

DIN: 08768092

General information about company					
Scrip code	123456				
NSE Symbol	NAMAN				
MSEI Symbol	NOTLISTED				
ISIN	INE0RJM01010				
Name of the company	NAMAN IN-STORE (INDIA) LIMITED				
Type of meeting	Postal Ballot				
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-04-2025				
Start time of the meeting					
End time of the meeting					

Scrutinizer Details					
Name of the Scrutinizer	CS Bhavesh Chheda				
Firms Name	M/s. Bhavesh Chheda & Associates				
Qualification	CS				
Membership Number	48035				
Date of Board Meeting in which appointed	07-03-2025				
Date of Issuance of Report to the company	14-04-2025				

Voting results					
Record date	07-03-2025				
Total number of shareholders on record date	717				
No. of shareholders present in the meeting either in person or through proxy					
a) Promoters and Promoter group					
b) Public					
No. of shareholders attended the meeting through video conferencing					
a) Promoters and Promoter group					
b) Public					
No. of resolution passed in the meeting	4				
Disclosure of notes on voting results					

				Resolution(1	)				
Resolution requ	ired: (Ordinary	/ Special)		Special					
Whether promo agenda/resolution		oup are intere	sted in the	No					
Description of r	esolution consid	lered		Approval of the En Employees of Nam				Eligible	
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		7700000	100	7700000	0	100	0	
Promoter and	Poll	7700000	0	0	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	7700000	7700000	100	7700000	0	100	0	
	E-Voting	633600	12000	1.8939	12000	0	100	0	
Public-	Poll		0	0	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	633600	12000	1.8939	12000	0	100	0	
	E-Voting		1600	0.0338	1600	0	100	0	
Public- Non	Poll	4732380	0	0	0	0	0	0	
Institutions	Postal Ballot (if applicable)	1,752500	0	0	0	0	0	0	
	Total	4732380	1600	0.0338	1600	0	100	0	
	Total 13065980 7713600			59.0358	7713600	0	100	0	
Whether resolution is Pass or						ass or Not.	Yes		
				Disclosu	re of notes or	resolution			

Details of Invalid Votes							
Category No. of Votes							
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

				Resolution(2	2)				
Resolution requ	uired: (Ordinary	/ Special)		Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No	No					
Description of resolution considered			Approval of the Employee Stock Option Scheme ("ESOS") for Eligible Employees of Group Company(ies) including its Holding, Subsidiary and Associate Company(ies), if any						
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		7700000	100	7700000	0	100	0	
D ( 1	Poll		0	0	0	0	0	0	
Promoter and Promoter Group	Postal Ballot (if applicable)	7700000	0	0	0	0	0	0	
	Total	7700000	7700000	100	7700000	0	100	0	
	E-Voting	633600	12000	1.8939	12000	0	100	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	633600	12000	1.8939	12000	0	100	0	
	E-Voting		1600	0.0338	1600	0	100	0	
	Poll	] . <b></b>	0	0	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	4732380	0	0	0	0	0	0	
	Total	4732380	1600	0.0338	1600	0	100	0	
	Total	13065980	7713600	59.0358	7713600	0	100	0	
				Whether 1	resolution is I	ass or Not.	Yes		
				Disclosu	re of notes or	resolution			

Details of Invalid Votes							
Category No. of Votes							
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

				Resolutio	on(3)				
Resolution re	quired: (Ordin	ary / Special	)	Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			Approval of the grant of options to the Identified Employees of the Company, Group Company(ies) including its Holding, Subsidiary and Associate Company(ies), if any, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.						
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		7700000	100	7700000	0	100	0	
Promoter	Poll		0	0	0	0	0	0	
and Promoter Group	Postal Ballot (if applicable)	7700000	0	0	0	0	0	0	
	Total	7700000	7700000	100	7700000	0	100	0	
	E-Voting		12000	1.8939	12000	0	100	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	633600	0	0	0	0	0	0	
	Total	633600	12000	1.8939	12000	0	100	0	
	E-Voting		1600	0.0338	1600	0	100	0	
	Poll		0	0	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	4732380	0	0	0	0	0	0	
	Total	4732380	1600	0.0338	1600	0	100	0	
	Total	13065980	7713600	59.0358	7713600	0	100	0	
			-	Whether	resolution is l	Pass or Not.	Yes		
				Disclos	sure of notes or	n resolution			

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						

				Resolution(4	)					
Resolution requ	ired: (Ordinary	/ Special)		Special						
	Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of a	Description of resolution considered			Approval of the appointment of Mr. Rakeshkumar Dinesh Mishra (DIN: 06919510) as an Independent Director of the Company						
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100		
	E-Voting		7700000	100	7700000	0	100	0		
Promoter and	Poll	7700000	0	0	0	0	0	0		
Promoter Group	Postal Ballot (if applicable)	7,00000	0	0	0	0	0	0		
	Total	7700000	7700000	100	7700000	0	100	0		
	E-Voting	633600	12000	1.8939	12000	0	100	0		
Public-	Poll		0	0	0	0	0	0		
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	633600	12000	1.8939	12000	0	100	0		
	E-Voting		1600	0.0338	1600	0	100	0		
Public- Non	Poll	4732380	0	0	0	0	0	0		
Institutions	Postal Ballot (if applicable)	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	0	0	0	0	0	0		
	Total	4732380	1600	0.0338	1600	0	100	0		
	Total 13065980 7713600			59.0358	7713600	0	100	0		
				Whether r	Whether resolution is Pass or Not. Yes					
				Disclosu	re of notes or	resolution				

FORAM RUPIN DESAI Digitally signed by FORAM RUPIN DESAI Date: 2025.04.15 19:08:05 +05'30'

Details of Invalid Votes							
Category No. of Votes							
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							