

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

Registered Office: 3rd Floor, Broadway Business Center, Law Garden, Ahmedabad - 380006

Phone: +91 9016323227; Email: compliance@naapbooks.com; Website: www.naapbooks.com

07th March, 2024

Dear Member,

You are cordially invited to attend the Extra-Ordinary General Meeting (EoGM) of the members of Naapbooks Limited ("the Company") to be held on **Saturday, April 06, 2024 at 12:00 p.m. IST** at the registered office of the company situated at Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad, Gujarat-380006, India.

The Notice of the meeting containing the business to be transacted is enclosed herewith. The attendance slip, proxy form and polling paper are annexed with Notice of EGM and same is available on the Company's Website: www.naapbooks.com.

Pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the related rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, exemption granted to the Companies referred to in Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (earlier Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009). Your company is covered under the Chapter IX of the SEBI (ICDR) Regulations, 2018. Hence, your company is not required to provide the facility of E-voting at the Extra-Ordinary General Meeting of the company.

Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the companies Act, 2013 ("the Act"), read with rule 21 and other related rules of the Companies (Management and Administration) Rules, 2014.

Very truly yours,

Sd/-

Nirmal Kumar Jain

Chairman & Director

DIN: 07773203

Enclosure:

1. Notice of the Extra-Ordinary General Meeting
2. Notes forming part of the Notice.
3. Explanatory statements (As per Section 102 of the Companies Act, 2013)
4. Attendance slip, Proxy form and Polling paper
5. Route map of venue of Extra-Ordinary General Meeting.

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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of **NAAPBOOKS LIMITED** will be held on **Saturday, 06th day of April, 2024 at 12:00 P.M. IST**, at the registered office of the company situated at Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad, Gujarat-380006, India to transact the following businesses:

SPECIAL BUSINESSES:

Item No. 01

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs. 3,20,00,000/- (Rupees Three Crore Twenty Lacs Only) divided into 32,00,000 (Thirty Two Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) equity shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 68,00,000 (Sixty Eight Lacs) equity shares of Rs 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the company, aggregating to Rs. 6,80,00,000/- (Rupees Six Crores Eighty Lacs) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

Item No. 02

TO ISSUE BONUS EQUITY SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, relevant applicable provision of the Article of Association, if any, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be

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specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding **Rs. 6,01,32,000/- (Rupees Six Crores One Lakh Thirty Two Thousand)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company ("the Board"), for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board (called "Record date"), in the proportion of 2 (Two) equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing equity shares of Rs. 10/- (Rupees Ten) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus shares so allotted shall subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all

respects with the fully paid-up equity shares of the Company as existing on record date as may be fixed in this regard by the Board and shall be entitled to participate in full in any dividend(s) and any other corporate actions to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT the Bonus Equity Shares shall be issued and allotted in the demat mode to the allottees holding shares in the demat mode on the Record Date. The bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). Moreover, the company don't have any physical shareholder, so there is no requirement to issue share certificate(s) in respect of the bonus equity shares.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

RESOLVED FURTHER THAT any Director of the Company and/or Mr. Sahul Jotaniya, Company Secretary of the Company be and are hereby severally authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines, and to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and to delegate all or any of such powers to the Committee(s), and its decision shall be final and binding.

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by order of the Board of Directors

For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

Date: March 07, 2024

NOTES:

1. Information regarding the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard II on General Meeting, setting out the material facts and reasons relating to Special Businesses as set out in the Notice of EGM is annexed hereto.
2. The Extra-Ordinary General Meeting (EGM) will be held physically i.e. at the registered office of the company. The attendance slip, proxy form, Polling Paper and route map are attached to this notice and also available on the Company's website www.naapbooks.com.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
4. The entire equity share capital of the company is in dematerialized form. There is no shareholder who held shares in physical form. Hence, Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification. Members/Proxies should bring their Attendance slip duly completed for attending the meeting.
5. Pursuant to Section 113 of the Companies Act, 2013 (the "Act") and rules framed thereunder, Corporate members intending to send their authorized representatives to attend the meeting are requested to send email to the Company on compliance@naapbooks.com or to a scrutinizer on niravsoni003@gmail.com, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, March 08, 2024**. Members may note that Notice has been uploaded on the website of the Company at www.naapbooks.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
7. Members who are not in receipt of E-mail of Notice of Extra-Ordinary General Meeting, they can contact to company on compliance@naapbooks.com to receive copy of Notice in electronic mode.
8. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is

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- earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address compliance@naapbooks.com quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
9. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
 10. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Saturday, March 30, 2024**, shall be entitled **to vote at the EGM by Show of hand or by poll**. Any recipient of the Notice of EGM, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 11. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company. The voting at the Extra-Ordinary General Meeting will be carried out by show of hand or by poll. Polling paper in form of MGT-12 is attached with this notice.
 12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra-Ordinary General Meeting.
 13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra-Ordinary General Meeting.
 14. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
 15. Members may contact the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited, in case of any change of their address or queries relating to their shares.
 16. All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Registered office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except Saturdays, Sundays and Holidays) up to the date of EGM.
 17. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the voting done at EGM i.e. by show of hand or through Poll papers i.e. MGT-12, within two working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and will also be displayed on the Company's website, www.naapbooks.com.
 18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of

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holdings should be obtained from the concerned Depository Participant and holdings should be verified.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding

shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

20. Route-map of venue of the meeting is provided at the end of the Notice.

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by order of the Board of Directors

For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

Date: March 07, 2024

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Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

Item No. 01: TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The following Statement sets out the material facts relating to the Special Business item no. 1 as mentioned in the Notice:

In order to expand the capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 3,20,00,000/- (Rupees Three Crore Twenty Lacs only) divided into 32,00,000 (Thirty Two Lacs only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) equity shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 68,00,000 (Sixty Eight Lacs) equity shares of Rs 10/- (Rupees Ten Only) each, ranking *pari passu* in all respect with existing equity shares of the company, aggregating to Rs. 6,80,00,000/- (Rupees Six Crores Eighty Lacs).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution.

Item No. 02: TO ISSUE BONUS SHARES

The following Statement sets out the material facts relating to the Special Business item no. 2 as mentioned in the Notice:

The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of retail investors in the long term, increasing the overall trade able float/activity level in the Equity shares and retail diversification of shareholding, the Board of Directors at its meeting held on March 07, 2024, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 2 (Two) equity share of Rs. 10/- (Rupees Ten Only) each for every 1 (One) existing equity shares of Rs. 10/- (Rupees Ten Only) each by capitalizing a sum not exceeding **Rs. 6,01,32,000/- (Rupees Six Crores One Lakh Thirty Two Thousand)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company ("the Board").

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Article 63 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter XI of SEBI (ICDR) Regulations 2018.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the members of the Company.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

The Board recommends this resolution as set out in Item no. 2 of the Notice for your approval as an Ordinary Resolution.

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by order of the Board of Directors
For, Naapbooks Limited

Sd/-
Sahul Jotaniya
Company Secretary

Date: March 07, 2024

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ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of Naapbooks Limited held on **Saturday, April 06, 2024 at 12.00 p.m.** at the registered office of the Company situated at Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad- 380006, Gujarat, India.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes:

1. Please fill up this attendance slip and hand it over at the entrance of the venue of meeting.
2. Only Member / Proxy holder can attend the Meeting
3. Member intending to appoint a proxy should complete the Proxy Form as below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

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**PROXY FORM
(FORM No. MGT-11)**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s):		Email Id:	
Registered Address:		Folio No / Client ID:	
		DP ID:	

I/We , being the member(s) of _____ shares of the Naapbooks Limited, hereby appoint:

1) Name: _____ Address: _____

E-mail Id: _____ Signature or failing him/her,

2) Name: _____ Address: _____

E-mail Id: _____ Signature or failing him/her,

3) Name: _____ Address: _____

E-mail Id: _____ Signature or failing him/her,

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting (EGM) of the Company, to be held on **Saturday, April 06, 2024 at 12:00 P.M.** at the registered office of the company and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
Special Business		
1) To increase the Authorised share capital of the company and to make consequent alteration in clause v of the memorandum of association; - Ordinary Resolution		
2) To Issue Bonus Equity Shares - Ordinary Resolution		

Signedday of, 2024

Signature of the Shareholder.....

Affix
Revenue
Stamp

.....
Signature of the 1st Proxy Holder

.....
Signature of the 2nd Proxy Holder

.....
Signature of the 3rd Proxy Holder

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NOTES:

1. This form of proxy, in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a correct sign in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner he / she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the member and proxy attend the meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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Polling Paper
(Form No. MGT-12)

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

Name of the Company: Naapbooks Limited

Registered office: Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad-380006, Gujarat, India.

BALLOT PAPER

Sr.No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I, hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
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Special Business

1.	To increase the Authorised share capital of the company and to make consequent alteration in clause v of the memorandum of association; - Ordinary Resolution			
2.	To Issue Bonus Equity Shares - Ordinary Resolution			

Place: Ahmedabad

Date:

(Signature of the shareholder)

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Route Map of the EGM

