

**NAAPBOOKS LIMITED**

CIN: L72900GJ2017PLC096975

Registered Office: 3<sup>rd</sup> Floor, Broadway Business Center, Law Garden, Ahmedabad - 380006

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

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**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

*(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)*

To,  
The Member(s),

**NOTICE** is hereby given that an Extra-ordinary General Meeting No.NBL/EoGM/01/2022-23 of the Members of Naapbooks Limited will be held on **Tuesday, March 14, 2023 at 04:30 P.M.** at the registered office of the Company situated at Third Floor, Broadway Business Center, Law Garden, Ahmedabad - 380006, to transact the following Businesses as special businesses through Video Conference ("VC") / Other Audio-Visual Means ("OAVM"):-

**SPECIAL BUSINESSES:**

**Item No. 1**

**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. 2,00,00,000/- (Rupees Two Crore Only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to 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, by way of creation of additional 12,00,000 (Twelve 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. 1,20,00,000 (Rupees One Crore Twenty Lacs Only) 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. 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 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. 2:**

**Issue of Equity Shares on Preferential Basis to Promoter Group and persons other than Promoter and Promoter Group:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies

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(Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot 11,50,000 (Eleven Lacs Fifty Thousand) Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 72/- (Rupees Seventy Two only) per Equity Share including premium of Rs. 62 each, on a preferential basis ('Preferential Issue'), out of which 4,00,000 (Four Lacs) Equity Shares are to be issued for cash and 7,50,000 (Seven Lacs and Fifty Thousands) Equity Shares are to be issued to M/s. Proex Advisors LLP for consideration other than cash (being swap of 50% contribution of Proex Advisors LLP) towards the payment of the Purchase Consideration payable by Proex Advisors LLP to the company, for the acquisition of Purchase Shares, in accordance with provisions of the Companies Act, 2013 and ICDR Regulations, as amended from time to time and other applicable laws and the agreement executed between the Company and Proex Advisors LLP in relation to the same. The list of the proposed allottees along with their category (i.e. whether Promoter or Non – Promoter) and number of shares proposed to be allotted are given below:

Sr. No.	Name of Proposed Allottee(s)	Category of Allottee	No. of Shares proposed to be allotted
1.	M/s. Ranjeet Mechatronics Limited	Person other than the Promoters and Promoters' Group	3,00,000
2.	M/s. Proex Advisors LLP	Promoters' Group	7,50,000
3.	Mr. Pathan Altab Usmanbhai	Person other than the Promoters and Promoters' Group	50,000
4.	Mr. Natvarsing Takhuji Chavda	Person other than the Promoters and Promoters' Group	50,000
		<b>Total</b>	<b>11,50,000</b>

**“RESOLVED FURTHER THAT**, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is **Friday, February 10, 2023**, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Tuesday, March 14, 2023 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**“RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

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- a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- b) The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing **ISIN: INE0GOA01018** in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**“RESOLVED FURTHER THAT,** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**“RESOLVED FURTHER THAT,** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For, Naapbooks Limited**

**Sd/-  
CS Sahul Jotaniya  
Company Secretary  
(ACS: 43006)**

**Date:** February 13, 2023

**Place:** Ahmedabad

## Notes

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to special business set out in EGM notice is annexed herewith.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 11/2022 dated December 28, 2022, 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Hence, there shall be no physical attendance of equity shareholders at the meeting and the deemed venue for the meeting shall be the Registered Office of the Company.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorization document authorizing their representative to attend and vote on their behalf at the EGM.
8. The members are requested to intimate the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.
10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The EGM Notice of the Company will also be available on the Company's website [www.naapbooks.com](http://www.naapbooks.com), website of the Stock Exchange i.e. the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the National securities Depository Limited. (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing remote e-voting facility).

11. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M. to 4:00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

12. The company has appointed M/s. Nirav Soni & Co, Practicing Company Secretary (Membership No.:A39566/COP:14695) as the Scrutinizer ('Scrutinizer') for conducting the remote e-voting process in a fair and transparent manner.

13. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.naapbooks.com](http://www.naapbooks.com) and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.

15. Members are requested to take a note that the Board of Directors of the Company has appointed KFin Technologies Limited as Registrar and Share Transfer Agent (RTA). So, members are requested to send any sort of communication to the Company at their designated mail address i.e. [compliance@naapbooks.com](mailto:compliance@naapbooks.com) or KFin Technologies Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

16. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at [compliance@naapbooks.com](mailto:compliance@naapbooks.com) on or before 10<sup>th</sup> March, 2023 (5:00 p.m. IST). and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

**General information and instructions relating to e-voting are as under:**

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

The remote e-voting period begins on Saturday, 11<sup>th</sup> March, 2023 at 9:00 A.M and ends on Monday, March 13<sup>th</sup>, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on **the cut-off date i.e. Wednesday, 08<sup>th</sup> March, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Wednesday, 08<sup>th</sup> March, 2023**.

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




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

**Step 1: Access to NSDL e-Voting system**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After

	<p>successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.



9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [niravsoni003@gmail.com](mailto:niravsoni003@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sachin Kareliya at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [www.naapbooks.com](http://www.naapbooks.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.naapbooks.com](http://www.naapbooks.com).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

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

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice:

### **Item No. 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**

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. 2,00,00,000/- (Rupees Two Crore Only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to 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, by way of creation of an additional 12,00,000 (Twelve Lacs only) 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. 1,20,00,000/- (Rupees One Crore Twenty Lacs only).

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.

### **Item No. 2:**

#### **Issue of Equity Shares on Preferential basis to Promoter Group and persons other than Promoter and Promoter Group: SPECIAL RESOLUTION**

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with BSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs.10/- each of the Company (‘Equity Shares’) are listed, approval of shareholders of the Company by way of special resolution is required for issuance of Equity Shares on preferential basis to the Person forming part of Promoter Group and to persons other than the Promoter and Promoter Group (‘Proposed Allotees’).

#### **It may be noted that;**

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. Proposed Allotees does not hold Equity Shares in the Company.
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

The Proposed Allotees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and

Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued thereunder, are set forth below:

**(1) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors at its meeting held on February 13, 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue 11,50,000 (Eleven Lacs Fifty Thousand Only) equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 72/- (Rupees Seventy Two Only) each payable in cash aggregating Rs.8,28,00,000 ( Rupees Eight Crore Twenty Eight Lacs Only) to the Investors, for cash and for consideration other than cash, by way of a preferential issue on a private placement basis.

**(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

Issue of 11,50,000 (Eleven Lacs Fifty Thousand Only) Equity Shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 72/- (Rupees Seventy Two Only) each (including premium of Rs.62/-) payable in cash and for consideration other than cash (swap of 50% contribution of Proex Advisors LLP) being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to Rs.8,28,00,000 ( Rupees Eight Crore Twenty Eight Lacs Only).

**(3) Objects of the Issue:**

The Company shall utilize the proceeds from the preferential issue of the Equity Shares to finance working capital requirement of the Company.

The object of the proposed preferential issue for consideration other than cash is to allot Subscription Shares to Proex Advisors LLP to discharge the total consideration of Rs. 5,40,00,128/- payable by the Company for the acquisition of 50% contribution of Proex Advisors LLP (as defined above).

**(4) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue except **Proex Advisors LLP where designated partners are our Promoters Mr. Ashish Jain & Mr. Yaman Saluja.**

**(5) Basis on which the price has been arrived at and justification for the price (including premium, if any)**

The equity shares of the company are listed on stock exchange ( BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations The floor price of Rs.70.6/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs.66.52/- per share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs.70.6/- per share
- c. The price determined by the valuation report dated February 10, 2023 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs.71/- per share.

The Board proposes to issue the share at a price of Rs. 72/- per Equity Share, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

**(6) The price or price band at/within which the allotment is proposed:**

The issue price is Rs. 72/- per Equity share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

**(7) Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is February 10, 2023 being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting (EGM) which is on March 14, 2023.

**(8) The class or classes of persons to whom the allotment is proposed to be made**

The preferential Issue of the Equity Shares is proposed to be made to the below mentioned investors under the class/category as mentioned below:

S.No.	Name of Proposed Allottees	No. of Shares proposed to be issued	Category/Class: Promoters (Including Promoter Group) or Non Promoter
1	Ranjeet Mechtronics Limited	3,00,000	Public
2	Proex Advisors LLP	7,50,000	Promoter Group
3	Pathan Altab Usmanbhai	50,000	Public
4	Natvarsing Takhuji Chavda	50,000	Public
	<b>Total</b>	<b>11,50,000</b>	

**(9) Proposed time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**(10) Principal terms of assets charged as securities**

Not applicable.

**(11) Shareholding pattern of the Company before and after the Preferential Issue**

Please refer **Annexure - A** to this notice for details.

**(12) Name and address of valuer who performed valuation:**

The valuation was performed by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad , Gujarat - 380001

**(13) Amount which the Company intends to raise by way of such securities**

The Company intends to raise an amount Rs. 2,88,00,000 /- (Rupees Two Crore Eighty Eight Lakhs Only). The issue of 7,50,000 Shares is for non-cash consideration, hence the same is not applicable.

**(14) Material terms of the proposed Preferential Issue of the Equity Shares**

The material terms of the proposed preferential issue of the shares are stipulated in the special resolution asset out at Item No. 2 of this Notice.

**(15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

No preferential allotment has been made to any person during the year during financial year 2022-23.

**(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.**

The Equity Shares are proposed to be allotted to persons belonging to promoter group and to persons other than promoter and Promoter Group of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees are as under:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners
		Pre-issue holding	% of total Equity capital	Post issue holding	% of total equity capital	
Ranjeet Mechatronics Limited	Public	0	0	3,00,000	9.97804829	1. Rakesh Vallabhshai Swadia 2. Nitaben Rakeshbhai Swadia 3. Devarshibhai Rakeshbhai Swadia
Proex Advisors LLP	Promoter Group	0	0	7,50,000	24.9451207	1. Ashish Jain (DP) 2. Yaman Saluja (DP) 3. Anita Saluja (P) 4. Ruchita Jain (P)
Pathan Altab Usmanbhai	Public	0	0	50,000	1.66300805	N.A.
Natvarsing Takhuji Chavda	Public	0	0	50,000	1.66300805	N.A.

**(17) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

The Company intends to acquire 50% contribution of Proex Advisors LLP. Pursuant to the agreement executed between the Company and Proex Advisors LLP, the Company proposes to discharge the purchase consideration payable to LLP for acquisition of 50% contribution of Proex Advisors LLP, by issue of Equity Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase contribution and price of the Equity Shares has been determined taking into account Valuation Report dated February 10, 2023 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad, Gujarat - 380001.

**(18) Listing**

The equity shares issued by way of preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

**(19) Lock-in Period**

- a) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**(20) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Sr. No.	Name of Specified Investors	Current Status	Proposed Status
1	Ranjeet Mechtronics Limited	-	Non Promoter
2	Proex Advisors LLP	-	Promoter Group
3	Pathan Altab Usmanbhai	-	Non Promoter
4	Natvarsing Takhuji Chavda	-	Non Promoter

**(21) Undertakings**

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares.

**(22) Company Secretary's Certificate**

The certificate from M/s. Nirav Soni & Co., Practicing Company Secretary (Membership No.:A39566/COP:14695) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://www.naapbooks.com/wp-content/uploads/2023/02/CertificateW.pdf>.

**(23) Other disclosures**

- a) During the period from April 01, 2022 until the date of Notice of this EGM, the Company has not made any preferential issue of equity shares.
- b) Proposed allottees do not hold any share prior to the date of Notice of this Postal Ballot, hence lock-in of pre-allotment holding is not applicable.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issuance of Equity Shares on Preferential basis is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**BY ORDER OF THE BOARD OF DIRECTORS  
NAAPBOOKS LIMITED**

**SD/-  
CS Sahul Jotaniya  
Company Secretary  
(ACS: 43006)**



**Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company**

Sr No	Category of Shareholder(s)	Pre-Issue (as on February 13, 2023)		Post – Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a)	Individual	11,71,536	63.10 %	11,71,536	38.96%
b)	Family Trust	0	0.000%	0	0.000%
c)	Bodies Corporate	0	0.000%	7,50,000	24.94%
	<b>Sub-Total (A)(1)</b>	<b>11,71,536</b>	<b>63.10 %</b>	<b>19,21,536</b>	<b>63.91%</b>
<b>2</b>	<b>Foreign</b>				
a)	Individual	0	0.000%	0	0.000%
b)	Bodies Corporate	0	0.000%	0	0.000%
	<b>Sub- Total (A)(2)</b>	<b>0</b>	<b>0.000%</b>	<b>0</b>	<b>0.000%</b>
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>11,71,536</b>	<b>63.10 %</b>	<b>19,21,536</b>	<b>63.91%</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutional Investors</b>	0	0.000%	0	0.000%
a)	Mutual Funds	0	0.000%	0	0.000%
b)	Alternate Investment Funds	0	0.000%	0	0.000%
c)	Foreign Portfolio Investors / foreign body corporate	0	0.000%	0	0.000%
d)	Financial Institutions/ Banks	0	0.000%	0	0.000%
e)	Insurance Companies	0	0.000%	0	0.000%
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0.000%</b>	<b>0</b>	<b>0.000%</b>
<b>2</b>	<b>Central Government/ State Government</b>	0	0.000%	0	0.000%
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0.000%</b>	<b>0</b>	<b>0.000%</b>
<b>3</b>	<b>Non-Institutions</b>				
a)	Individuals				
i)	Individual shareholders holding nominal sharecapital upto Rs. 2 lakhs	4,24,000	22.84%	4,24,000	14.10%
ii)	Individual shareholders holding nominal sharecapital in excess of Rs. 2 lakhs	1,39,464	7.51%	2,39,464	7.96%
b)	NBFCs registered with RBI	0	0.000%	0	0.000%
c)	Any other, specify				
	Foreign National	0	0.000%	0	0.000%
	Hindu Undivided Family	8000	0.43%	8,000	0.26 %
	Non-Resident Indians	19200	1.03%	19200	0.63%
	Clearing Member	0	0.000%	0	0.00%
	Body Corporate	94400	5.08%	3,94,400	13.11%
	<b>Sub-Total (B)(3)</b>				
	<b>Total Public Shareholding (B)</b>	<b>6,85,064</b>	<b>36.90%</b>	<b>10,85,064</b>	<b>36.09</b>
	<b>Total (A)+(B)</b>	<b>18,56,600</b>	<b>100.000%</b>	<b>30,06,600</b>	<b>100.000%</b>
<b>C</b>	<b>Shares held by custodians for ADR and GDR</b>	0	0.000%	0	0.000%
	<b>Total (A)+(B)+(C)</b>	<b>18,56,600</b>	<b>100.000%</b>	<b>30,06,600</b>	<b>100.000%</b>

**\* Notes:**

1. The post-issue shareholding of the Company is calculated assuming full subscription and consequent allotment of the equity shares of the Company to proposed allottees.
2. It is further assumed that the shareholding of the Company in all other categories will remain unchanged.