

## 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/02/2024-25 of the Members of Naapbooks Limited will be held on **Saturday, November 09, 2024 at 12:00 P.M.** at the registered office of the Company situated at 901, 9<sup>th</sup> Floor, Shivarth The ACE, Opposite KK Farm, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054, to transact the following Businesses as a special businesses:-

### **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 are hereby accorded for increase in Authorised Share Capital of the Company from Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lacs) divided into 1,25,00,000 (One Crores Twenty Five Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only), by way of creation of additional 25,00,000 (Twenty Five 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.2,50,00,000/- (Rupees Two Crores Fifty 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. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty 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 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 (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 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) Equity Shares of face value of Rs.10/- ( Rupees Ten only) each at a price of Rs. 61/- ( Rupees Sixty one only) per Equity Share including premium of Rs. 51/- (Rupees Fifty One only) each , aggregating to Rs. 10,33,58,400/- (Rupees Ten Crores Thirty Three Lacs Fifty Eight Thousand Four Hundred Only), to the below as a Table A mentioned proposed allottee(s) (hereinafter referred to as “Investors” or “Allottees”) by way of preferential issue (“Preferential Issue”) on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

<b>Sr. No.</b>	<b>Name of Proposed Allottee(s)</b>	<b>Category of Allottee</b>	<b>No. of Shares proposed to be allotted</b>
1.	ABHISHEK SINGHVI	Person other than the Promoters and Promoters’ Group	1,60,800
2.	ANANT SARDA	Person other than the Promoters and Promoters’ Group	81,600
3.	ANKIT SINGHVI	Person other than the Promoters and Promoters’ Group	1,60,800
4.	ANSHU AGARWAL	Person other than the Promoters and Promoters’ Group	19,200
5.	DEEPTI CHHAJER	Person other than the Promoters and Promoters’ Group	48,000
6.	DHARA DEEPAK MISHRA	Person other than the Promoters and Promoters’ Group	1,32,000

7.	KRIIS PORTFOLIO PRIVATE LIMITED	Person other than the Promoters and Promoters' Group	3,21,600
8.	MEET VIPULKUMAR SHAH	Person other than the Promoters and Promoters' Group	40,800
9.	NARAHARI RAO	Person other than the Promoters and Promoters' Group	19,200
10.	OASIS CAPITAL SERVICES PRIVATE LIMITED	Person other than the Promoters and Promoters' Group	19,200
11.	PANKAJ TIWARI	Person other than the Promoters and Promoters' Group	19,200
12.	PRAFULL RAI	Person other than the Promoters and Promoters' Group	1,60,800
13.	PRATAP DAGA	Person other than the Promoters and Promoters' Group	40,800
14.	PRIYANKA DIXIT	Person other than the Promoters and Promoters' Group	19,200
15.	RAJESH JOSEPH	Person other than the Promoters and Promoters' Group	1,99,200
16.	RUMA RAO	Person other than the Promoters and Promoters' Group	40,800
17.	SIDDHARTH ABHAIKUMAR NAHAR	Person other than the Promoters and Promoters' Group	1,60,800
18.	VINEETH KUMAR ANCHALIA	Person other than the Promoters and Promoters' Group	50,400
		<b>Total</b>	<b>16,94,400</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 **Thursday, October 10, 2024**, being the date 30 days prior to the date of the Extra-ordinary General Meeting which is scheduled on **Saturday, November 09, 2024** 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;

- a. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said SEBI ICDR Regulations.
- d. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications

received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.

- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- g. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (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 Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h. The Equity Shares so offered, issued and allotted will be listed and traded on Bombay Stock Exchange Limited (BSE SME Platform), where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Preferential Issue to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. Bombay Stock Exchange Limited (BSE SME Platform) and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

### Item No. 3 Issue of Convertible Warrants on a preferential basis

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 all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (‘RBI’) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchanges i.e. Bombay Stock Exchange (BSE SME Platform) and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchange i.e. Bombay Stock Exchange (BSE SME Platform), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each (‘Warrants’) at a price of Rs. 61/- (Rupees Sixty One Only) each (including premium of Rs. 51/- each) payable in cash (‘Warrants Issue Price’), aggregating upto Rs. 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the allottees mentioned herein below as a table A (hereinafter referred to as ‘Proposed Allottee’), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is **Thursday, October 10, 2024** i.e. 30 days prior to the date of the Extra-Ordinary General Meeting (‘Relevant Date’) on which this special resolution is proposed to be passed.

**“RESOLVED FURTHER THAT** the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) Minimum amount of upto Rs. 3,98,49,775/- (Rupees Three Crores Ninety Eight Lacs Forty Nine Thousand Seven Hundred Seventy Five Only), which is equivalent to 25% of

the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 11,95,49,325/- (Rupees Eleven Crores Ninety Five Lacs Forty Nine Thousand Three Hundred Twenty Five Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

- c) The Warrants shall not carry any voting rights until they are converted into equity shares.
- d) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h) The Warrants by itself, until converted into Equity Shares, do not give to the Warrant holders any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.
- i) The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the

relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. Bombay Stock Exchange Limited (BSE SME Platform) and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

**Table A**

Sr. No	Name of the proposed Allottee	Category	No. of Convertible Warrants to be allotted
1	POOJA SHAH	Public (Non- Promoter)	1,24,800
2	RUPAL JHAVERI	Public (Non- Promoter)	9,600
3	KIRAN VINOD JAJU	Public (Non- Promoter)	96,000
4	ETON INVESTMENT SERVICES PVT LTD	Public (Non- Promoter)	48,000
5	ARJAL ASHOKKUMAR PATEL	Public (Non- Promoter)	48,000
6	NIMISH RAMESHBHAI RANA	Public (Non- Promoter)	48,000
7	RUHI PRAVINKUMAR GUPTA	Public (Non- Promoter)	20,000
8	ABHINANDAN WEALTH MANAGEMENT PRIVATE LIMITED	Public (Non- Promoter)	2,70,000
9	AUMIT CAPITAL ADVISORS LIMITED	Public (Non- Promoter)	2,70,000
10	JAIN ABHISHEK NIRMAL	Promoter (Promoter Group)	4,00,000
11	RUCHITA ABHISHEK JAIN	Promoter (Promoter Group)	1,38,000
12	PADMA JAIN	Promoter (Promoter Group)	34,600
13	YAMAN SALUJA	Promoter	1,50,000
14.	ANITA SALUJA	Promoter (Promoter Group)	70,000
15.	PUJA YAMAN SALUJA	Promoter (Promoter Group)	72,300
16.	ASHISH JAIN	Promoter	3,00,000

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](mailto:compliance@naapbooks.com); Website: [www.naapbooks.com](http://www.naapbooks.com)

17.	KHUSBHOO ASHISH JAIN	Promoter (Promoter Group)	1,38,000
18.	NIRMAL KUMAR JAIN	Promoter (Promoter Group)	1,35,800
19.	SHRUTI SINGHVI	Public (Non- Promoter)	48,000
20.	RUCHAS VENTURES	Public (Non- Promoter)	24,000
21.	INDERJEET KASHIRAM PUNYANI	Public (Non- Promoter)	48,000
22.	VIKAS MEHTA	Public (Non- Promoter)	48,000
23.	ANKUSH BANSAL	Public (Non- Promoter)	48,000
24.	RIMABEN PRANAV SHAH	Public (Non- Promoter)	24,000
	<b>Total</b>		<b>26,13,100</b>

Naapbooks Limited  
CIN: L72900GJ2017PLC096975  
901, 9<sup>th</sup> Floor,  
Shivarth The ACE,  
Opposite KK Farm,  
Sindhu Bhavan Road,  
Bodakdev, Ahmedabad-380054.  
Tel: 079-48940505  
[compliance@naapbooks.com](mailto:compliance@naapbooks.com)  
[www.naapbooks.com](http://www.naapbooks.com)  
**Date:** October 16, 2024

by order of the Board of Directors  
For, Naapbooks Limited

Sd/-  
**Sahul Jotaniya**  
Company Secretary



## 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](http://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](mailto:compliance@naapbooks.com) or to a scrutinizer on [niravsoni003@gmail.com](mailto: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, October 11, 2024**. Members may note that Notice 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 Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

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

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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](mailto: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 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](mailto: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, November 02, 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.

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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](http://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 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.

Naapbooks Limited  
CIN: L72900GJ2017PLC096975  
901, 9<sup>th</sup> Floor,  
Shivarth The ACE,  
Opposite KK Farm,  
Sindhu Bhavan Road,  
Bodakdev, Ahmedabad-380054.  
Tel: 079-48940505  
[compliance@naapbooks.com](mailto:compliance@naapbooks.com)  
[www.naapbooks.com](http://www.naapbooks.com)  
**Date:** October 16, 2024

by order of the Board of Directors  
For, Naapbooks Limited

Sd/-  
**Sahul Jotaniya**  
Company Secretary

## **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, 2 and 3** 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.12,50,00,000/- (Rupees Twelve Crores Fifty Lacs) divided into 1,25,00,000 (One Crores Twenty Five Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only), by way of creation of additional 25,00,000 (Twenty Five 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.2,50,00,000/- (Rupees Two Crores Fifty 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.

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

#### **Issue of Equity Shares on Preferential basis**

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 Allottees 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:

The Board of Directors of the Company in their meeting held on October 16, 2024, approved raising of funds aggregating upto Rs. 10,33,58,400/- (Rupees Ten Crores Thirty Three Lacs Fifty Eight Thousand Four Hundred Only) by way of issuance of upto 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) fully paid-up equity shares of the Company of face value of 10/- each at a price of Rs. 61/- (Rupees Sixty one only) per Equity Share including premium of Rs. 51/- (Rupees Fifty One only) each, payable in cash to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential as per provisions of (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

## 1. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Equity Shares as under:

S.N.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore) *
1	Working Capital Requirements	Rs. 8.00 Crores
3	General Corporate Purpose	Rs. 2.34 Crores
<b>Total</b>		<b>Rs. 10.34 Crores</b>

A) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws..

B) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

### Monitoring Agency Details:

As the size of the item no. 2 pertaining to Issue of Equity Shares on a Preferential basis 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) fully Paid-up Equity Shares, aggregating upto Rs.10.34 Crores and item no. 3 pertaining Issue of Convertible Warrants on a Preferential basis 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, aggregating upto Rs. 15.94 Crores as specified in notice of Extra-Ordinary General Meeting are below 100 Crore so, our Company is not require to appoint the monitoring agency for this issue.

## 2. Maximum number of securities to be issued:

The Resolution set out in the accompanying notice authorizes the Board for issuance of 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) Equity Shares at an issue price of Rs. 61/- (Rupees Sixty one only) per Equity Share including premium of Rs. 51/- (Rupees Fifty One only) each, aggregating to Rs. 10,33,58,400/- (Rupees Ten Crores Thirty Three Lacs Fifty Eight Thousand Four Hundred Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

## 3. Relevant Date on the basis on which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is **Thursday,**

**October 10, 2024** i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

**4. Basis or justification for the price (including the premium, if any) has been arrived at:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 61/- (Rupees Sixty one only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated October 12, 2024 issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on Bombay Stock Exchange Limited (BSE SME Platform). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and Bombay Stock Exchange Limited ('BSE'), being the Stock Exchange with higher 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.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the Bombay Stock Exchange Limited ('BSE') preceding the Relevant Date: i.e. Rs. 60.54/- per Equity Shares;
- b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the Bombay Stock Exchange Limited ('BSE') preceding the Relevant Date: i.e. Rs. 56.96/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated October 12, 2024 and the price arrived is Rs. 60.54/- (Rupees Sixty and Fifty Four Paise Only). However, the issue price as decided by the management is Rs. 61/- (Rupees Sixty One Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com).

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 60.54/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 61/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

**5. The price or price band at which the allotment is proposed:**

The price per Equity Share to be issued is fixed at Rs. 61/- (Rupees Sixty one only) which consists of Rs. 10/- (Rupees Ten Only) as Face Value and Rs. 51/- (Rupees Fifty One only) as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

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](mailto:compliance@naapbooks.com); Website: [www.naapbooks.com](http://www.naapbooks.com)

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**6. Principal terms of assets charged as securities:** Not Applicable

**7. Material terms of issue of Equity Shares on Preferential basis:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**8. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:**

None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the equity shares of the Company in the proposed issue.

**9. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:



Sr. No.	Category	Pre-issue*		Post-issue**	
		No. of shares	% of Capital	No. of shares	% of Capital
<b>A</b>	<b>Promoters &amp; Promotor Group Holding</b>				
1	Indian:				
	Individual/Hindu Undivided Family	35,14,608	38.97%	4953308	37.17%
	Bodies corporate	22,50,000	24.95%	22,50,000	16.88%
	<b>Sub-total</b>	<b>57,64,608</b>	<b>63.91%</b>	<b>72,03,308</b>	54.05%
2	Foreign promoters	0	0.00%	0	0.00%
	<b>Sub-Total (A)</b>	<b>57,64,608</b>	<b>63.91%</b>	<b>72,03,308</b>	<b>54.05%</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
1	Institutional (Domestic)	0	0.00%	0	0.00%
	NBFCs registered with RBI	0	0.00%	0	0.00%
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	4800	0.05%	4800	0.04%
	Foreign Portfolio Investors Category II	0	0.00%	0	0.00%
3	Central Government/ State Government	0	0.00%	0	0.00%
4	Non- Institutional				
	Investor Education and Protection Fund (IEPF)	0	0.00%	0	0.00%
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	7,59,000	8.41%	7,59,000	5.70%
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	12,69,792	14.08%	31,85,792	23.90%
	NON-RESIDENT INDIANS (NRIs)	28,800	0.32%	28,800	0.22%
	BODIES CORPORATE	10,51,200	11.65%	2004000	15.04%
	Any Other (specify):				
	HUF	1,41,600	1.57%	1,41,600	1.06%
	LLP	0	0.00%	0	0.00%
	<b>Sub-Total (B)</b>	<b>32,55,192</b>	<b>36.09%</b>	<b>61,23,992</b>	<b>45.95%</b>
<b>C</b>	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	0	0.00%	0	0.00%
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>
	<b>Grand Total (A + B + C)</b>	<b>90,19,800</b>	<b>100.00%</b>	<b>1,33,27,300</b>	<b>100.00%</b>

**Note:**

- 1) \*The above shareholding pattern has been prepared on the basis of shareholding as on **30<sup>th</sup> September, 2024.**
- 2) \*\*The post preferential percentage of shareholding has been calculated based on considering the allotment of 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) Equity shares as specified in item no. 2 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) will be converted into equity shares as specified in item no. 3 of Notice of Notice of Extra-Ordinary General Meeting.

**10. Proposed time schedule within which the allotment/ preferential issue shall be completed:**

As required under the SEBI ICDR Regulations the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

**12. The 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 the price:**

No, preferential allotment is made during the year.

**13. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated October 12, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

**14. Amount which the Company intends to raise by way of such securities:**

Aggregating upto Rs. 10,33,58,400/- (Rupees Ten Crores Thirty Three Lacs Fifty Eight Thousand Four Hundred Only).

**15. The class or classes of persons to whom the allotment is proposed to be made:**

The Equity Shares are proposed to be issued to Non-Promoters includes Body Corporates and Individuals.

**16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable**

**17. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

## 18. Listing of Securities

The Company will make an application to the Stock Exchange at which the existing shares is already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

## 19. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter

SN	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	ABHISHEK SINGHVI	Non-Promotor	Non-Promotor
2	ANANT SARDA	Non-Promotor	Non-Promotor
3	ANKIT SINGHVI	Non-Promotor	Non-Promotor
4	ANSHU AGARWAL	Non-Promotor	Non-Promotor
5	DEEPTI CHHAJER	Non-Promotor	Non-Promotor
6	DHARA DEEPAK MISHRA	Non-Promotor	Non-Promotor
7	KRIIS PORTFOLIO PRIVATE LIMITED	Non-Promotor	Non-Promotor
8	MEET VIPULKUMAR SHAH	Non-Promotor	Non-Promotor
9	NARAHARI RAO	Non-Promotor	Non-Promotor
10	OASIS CAPITAL SERVICES PRIVATE LIMITED	Non-Promotor	Non-Promotor
11	PANKAJ TIWARI	Non-Promotor	Non-Promotor
12	PRAFULL RAI	Non-Promotor	Non-Promotor
13	PRATAP DAGA	Non-Promotor	Non-Promotor
14	PRIYANKA DIXIT	Non-Promotor	Non-Promotor
15	RAJESH JOSEPH	Non-Promotor	Non-Promotor
16	RUMA RAO	Non-Promotor	Non-Promotor
17	SIDDHARTH ABHAIKUMAR NAHAR	Non-Promotor	Non-Promotor
18	VINEETH KUMAR ANCHALIA	Non-Promotor	Non-Promotor

## 20. 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 Allottee:

Particulars of the proposed allottees and the 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 issuer consequent to the Preferential Issue: (As per shareholding pattern of **30<sup>th</sup> September, 2024**).

SN	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	ABHISHEK SINGHVI	Non-Promotor	0	0	1,60,800	0.12%	Not Applicable
2	ANANT SARDA	Non-Promotor	0	0	81,600	0.06%	Not Applicable
3	ANKIT SINGHVI	Non-Promotor	0	0	1,60,800	0.12%	Not Applicable
4	ANSHU AGARWAL	Non-Promotor	0	0	19,200	0.01%	Not Applicable
5	DEEPTI CHHAJER	Non-Promotor	0	0	48,000	0.04%	Not Applicable
6	DHARA DEEPAK MISHRA	Non-Promotor	0	0	1,32,000	0.10%	Not Applicable
7	KRIIS PORTFOLIO PRIVATE LIMITED	Non-Promotor	0	0	3,21,600	0.24%	1. FUNALI RAKESH DOSHI 2. BHAVYA RAKESH DOSHI 3. RAKESH DIPCHAND DOSHI 4. RAKESH D DOSHI (HUF)
8	MEET VIPULKUMAR SHAH	Non-Promotor	0	0	40,800	0.03%	Not Applicable
9	NARAHARI RAO	Non-Promotor	0	0	19,200	0.01%	Not Applicable
10	OASIS CAPITAL SERVICES PRIVATE LIMITED	Non-Promotor	0	0	19,200	0.01%	1. RICHA KILA 2. AMIT KILA
11	PANKAJ TIWARI	Non-Promotor	0	0	19,200	0.01%	Not Applicable
12	PRAFULL RAI	Non-Promotor	0	0	1,60,800	0.12%	Not Applicable
13	PRATAP DAGA	Non-Promotor	0	0	40,800	0.03%	Not Applicable
14	PRIYANKA DIXIT	Non-Promotor	0	0	19,200	0.01%	Not Applicable

15	RAJESH JOSEPH	Non-Promotor	0	0	1,99,200	0.15%	Not Applicable
16	RUMA RAO	Non-Promotor	0	0	40,800	0.03%	Not Applicable
17	SIDDHARTH ABHAIKUMAR NAHAR	Non-Promotor	0	0	1,60,800	0.12%	Not Applicable
18	VINEETH KUMAR ANCHALIA	Non-Promotor	0	0	50,400	0.04%	Not Applicable

**Note:** \*The post preferential percentage of shareholding has been calculated based on considering the allotment of 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) Equity shares as specified in item no. 2 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) will be converted into equity shares as specified in item no. 3 of Notice of Notice of Extra-Ordinary General Meeting.

## 21. Certificate and Valuation Report:

The Company has received Valuation Report dated October 12, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s Nirav Soni & Co., practicing Company Secretaries (Membership No: A39566), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

All these certificate and valuation report are available on the website of the Company i.e., [www.naapbooks.com](http://www.naapbooks.com) and available for inspection at the registered office of the Company during office hours.

## 22. Change in the control or composition of the Board they would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

## 23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

## 24. Undertaking by the Company:

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful

defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

- c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- d) 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 ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- f) 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 Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The Proposed Allottees have confirmed that
  - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
  - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

## 25. Other disclosures:

- a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com)
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity under the Preferential Issue is for a cash consideration.
- c) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- d) The Company has not made any preferential allotment of securities during the last financial year.
  - I. None of the proposed allottees to whom Equity Shares are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

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.

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, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the equity shares.

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.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

### **Item No 3: Issue of Convertible Warrants on a Preferential basis**

The Board of Directors of the Company in their meeting held on October 16, 2024, approved raising of funds aggregating upto Rs. 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only) by way of issuance of upto 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of Rs. 61/- (Rupees Sixty One Only) each (including premium of Rs. 51/- each) payable in cash ('Warrants Issue Price'), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only) by way of issuance of upto 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of Rs. 61/- (Rupees Sixty One Only) each (including premium of Rs. 51/- each) payable in cash ('Warrants Issue Price') payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

## 1. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Convertible Warrants as under:

S.N.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore) *
1	Working Capital Requirements	Rs. 8.00 Crores
2	Capital Expenditure	Rs. 5.00 Crores
3	General Corporate Purpose	Rs. 2.95 Crores
<b>Total</b>		<b>Rs. 15.95 Crores</b>

**\*Considering 100% conversion of Warrants into equity shares within the stipulated time.**

A) Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein).

B) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

C) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

### Monitoring Agency Details:

As the size of the item no. 2 pertaining to Issue of Equity Shares on a Preferential basis 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) fully Paid-up Equity Shares, aggregating upto Rs.10.34 Crores and item no. 3 pertaining Issue of Convertible Warrants on a Preferential basis 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, aggregating upto Rs. 15.94 Crores as specified in notice of Extra-Ordinary General Meeting are below 100 Crore so, our Company is not require to appoint the monitoring agency for this issue.



**2. Relevant Date on the basis on which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is **Thursday, October 10, 2024** i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

**3. Particulars of the Preferential Issue including date of passing of Board resolution**

The Board, at its meeting held on October 16, 2024, has subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants to the Proposed Allottees, each at a price of Rs. 61/- (Rupees Sixty One only) per Warrant {including a premium of Rs. 51/- (Rupees Fifty one) per Warrant}, aggregating up to Rs. 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only), for a cash consideration, by way of a preferential issue on a private placement basis.

**4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

Up to 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, at a price of Rs. 61/- (Rupees Sixty One only) per Warrant {including a premium of Rs. 51/- (Rupees Fifty one) per Warrant} aggregating up to 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**5. Basis or justification for the price (including the premium, if any) has been arrived at:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 61/- (Rupees Sixty One Only) of convertible warrants to be issued to proposed allottees has been determined taking into account the valuation report dated October 12, 2024 issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on Bombay Stock Exchange Limited (BSE SME Platform). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and Bombay Stock Exchange Limited (BSE SME Platform), being the Stock Exchange with higher 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.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- a) a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the Bombay Stock Exchange Limited ('BSE') preceding the Relevant Date: i.e. Rs. 60.54/- per Equity Shares;
- b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the Bombay Stock Exchange Limited ('BSE') preceding the Relevant Date: i.e. Rs. 56.96/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajer, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated October 12, 2024 and the price arrived is Rs. 60.54/- (Rupees Sixty and Fifty Four Paise Only). However, the issue price as decided by the management is Rs. 61/- (Rupees Sixty One Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com).

In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 60.54/- (Rupees Sixty and Fifty Four Paise Only) per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 61/- (Rupees Sixty One Only) per convertible warrants being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

**6. Amount which the Company intends to raise by way of such securities:**

Aggregating upto 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only).

**7. The class or classes of persons to whom the allotment is proposed to be made:**

The Equity Shares are proposed to be issued to Promotor, Promotor Group and Non-Promoters including Individual, Body Corporate, HUF and Funds.

**8. The 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 the price:**

No, preferential allotment is made during the year.

**9. Maximum number of securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs. 15,93,99,100/- (Rupees Fifteen Crores Ninety Three Lacs Ninety Nine Thousand One Hundred Only) by way of issuance of upto 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of Rs. 61/- (Rupees Sixty One only) per Warrant, including a premium of Rs. 51/- (Rupees Fifty one) per Warrant, payable in cash.

Minimum amount of upto Rs. 3,98,49,775/- (Rupees Three Crores Ninety Eight Lacs Forty Nine Thousand Seven Hundred Seventy Five Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 11,95,49,325/- (Rupees Eleven Crores Ninety Five Lacs Forty Nine Thousand Three Hundred Twenty Five Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

#### 10. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:

Except the name mentioned below, None of the Any Promoters and Promoter Group, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

SN	Name of Allottee	No. of Warrants	Category
1	JAIN ABHISHEK NIRMAL	4,00,000	Promotor Group
2	RUCHITA ABHISHEK JAIN	1,38,000	Promotor Group
3	PADMA JAIN	34,600	Promotor Group
4	YAMAN SALUJA	1,50,000	Promoter
5	ANITA SALUJA	70,000	Promotor Group
6	PUJA YAMAN SALUJA	72,300	Promotor Group
7	ASHISH JAIN	3,00,000	Promoter
8	KHUSBHOO ASHISH JAIN	1,38,000	Promotor Group
9	NIRMAL KUMAR JAIN	1,35,800	Promotor Group

#### 11. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue*		Post-issue**	
		No. of shares	% of Capital	No. of shares	% of Capital
<b>A</b>	<b>Promoters &amp; Promotor Group Holding</b>				
1	Indian:				
	Individual/Hindu Undivided Family	35,14,608	38.97%	49,53,308	37.17%
	Bodies corporate	22,50,000	24.95%	22,50,000	16.88%
	<b>Sub-total</b>	<b>57,64,608</b>	<b>63.91%</b>	<b>72,03,308</b>	<b>54.05%</b>
2	Foreign promoters	0	0.00%	0	0.00%
	<b>Sub-Total (A)</b>	<b>57,64,608</b>	<b>63.91%</b>	<b>72,03,308</b>	<b>54.05%</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
1	Institutional (Domestic)	0	0.00%	0	0.00%
	NBFCs registered with RBI	0	0.00%	0	0.00%
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	4800	0.05%	4800	0.04%
	Foreign Portfolio Investors Category II	0	0.00%	0	0.00%
3	Central Government/ State Government	0	0.00%	0	0.00%
4	Non- Institutional				
	Investor Education and Protection Fund (IEPF)	0	0.00%	0	0.00%
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	7,59,000	8.41%	7,59,000	5.70%

	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	12,69,792	14.08%	31,85,792	23.90%
	NON-RESIDENT INDIANS (NRIs)	28,800	0.32%	28,800	0.22%
	BODIES CORPORATE	10,51,200	11.65%	2004000	15.04%
	Any Other (specify):				
	HUF	1,41,600	1.57%	1,41,600	1.06%
	LLP	0	0.00%	0	0.00%
	<b>Sub-Total (B)</b>	<b>32,55,192</b>	<b>36.09%</b>	<b>61,23,992</b>	<b>45.95%</b>
<b>C</b>	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	0	0.00%	0	0.00%
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>
	<b>Grand Total (A + B + C)</b>	<b>90,19,800</b>	<b>100.00%</b>	<b>1,33,27,300</b>	<b>100.00%</b>

**Note:**

- 1) \*The above shareholding pattern has been prepared on the basis of shareholding as on **30<sup>th</sup> September, 2024**.
- 2) \*\*The post preferential percentage of shareholding has been calculated based on considering the allotment of 16,94,400 (Sixteen Lacs Ninety Four Thousand Four Hundred) Equity shares as specified in item no. 2 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 26,13,100 (Twenty Six Lacs Thirteen Thousand One Hundred) will be converted into equity shares as specified in item no. 3 of Notice of Notice of Extra-Ordinary General Meeting.

**12. Time frame within which the preferential issue shall be completed:**

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

**13. Principal terms of assets charged as securities: Not Applicable****14. Material terms of raising such securities:**

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

**15. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:**

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant 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 issuer consequent to the Preferential Issue: (As per shareholding pattern of 30<sup>th</sup> September, 2024).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	POOJA SHAH	Public (Non-Promoter)	Nil	0	1,24,800	0.09%	Not Applicable
2	RUPAL JHAVERI	Public (Non-Promoter)	Nil	0	9,600	0.01%	Not Applicable
3	KIRAN VINOD JAJU	Public (Non-Promoter)	Nil	0	96,000	0.07%	Not Applicable
4	ETON INVESTMENT SERVICES PVT LTD	Public (Non-Promoter)	Nil	0	48,000	0.04%	1. DEVANG SUDHISH DHRUV 2. JIGNA DEVANG DHRUV
5	ARJAL ASHOKKUMAR PATEL	Public (Non-Promoter)	Nil	0	48,000	0.04%	Not Applicable
6	NIMISH RAMESHBHAI RANA	Public (Non-Promoter)	Nil	0	48,000	0.04%	Not Applicable
7	RUHI PRAVINKUMAR GUPTA	Public (Non-Promoter)	Nil	0	20,000	0.02%	Not Applicable
8	ABHINANDAN WEALTH MANAGEMENT PRIVATE LIMITED	Public (Non-Promoter)	Nil	0	2,70,000	0.20%	1. SHALIN SHAH 2. NISHANT SHAH
9	AUMIT CAPITAL ADVISORS LIMITED	Public (Non-Promoter)	Nil	0	2,70,000	0.20%	1. PRATIK GANDHI 2. VIPUL GANDHI 3. BHARTIBEN GANDHI
10	JAIN ABHISHEK NIRMAL	Promoter (Promoter Group)	7,28,880	8.08	4,00,000	8.47%	Not Applicable

11	RUCHITA ABHISHEK JAIN	Promoter (Promoter Group)	Nil	0	1,38,000	0.10%	Not Applicable
12	PADMA JAIN	Promoter (Promoter Group)	Nil	0	34,600	0.03%	Not Applicable
13	YAMAN SALUJA	Promoter	7,12,800	7.90	1,50,000	6.47%	Not Applicable
14.	ANITA SALUJA	Promoter (Promoter Group)	Nil		70,000	0.05%	Not Applicable
15.	PUJA YAMAN SALUJA	Promoter (Promoter Group)	Nil		72,300	0.05%	Not Applicable
16.	ASHISH JAIN	Promoter	12,00,384	13.31	3,00,000	11.26%	Not Applicable
17.	KHUSBHOO ASHISH JAIN	Promoter (Promoter Group)	Nil		1,38,000	0.10%	Not Applicable
18.	NIRMAL KUMAR JAIN	Promoter (Promoter Group)	6,02,304	6.68	1,35,800	5.54%	Not Applicable
19.	SHRUTI SINGHVI	Public (Non-Promoter)	Nil		48,000	0.04%	Not Applicable
20.	RUCHAS VENTURES	Public (Non-Promoter)	Nil		24,000	0.02%	1. SHIPRA ABHISHEK BHUTRA 2. PRIYANKA HIMANSHU JAIN
21.	INDERJEET KASHIRAM PUNYANI	Public (Non-Promoter)	Nil		48,000	0.04%	Not Applicable
22.	VIKAS MEHTA	Public (Non-Promoter)	Nil		48,000	0.04%	Not Applicable
23.	ANKUSH BANSAL	Public (Non-Promoter)	Nil		48,000	0.04%	Not Applicable
24.	RIMABEN PRANAV SHAH	Public (Non-Promoter)	Nil		24,000	0.02%	Not Applicable

**16. Change in the control or composition of the Board that would occur consequent to preferential issue:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

**17. Undertaking by the Company:**

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- d) 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 ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- f) 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 Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The Proposed Allottees have confirmed that
- they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
  - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

**18. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter**

SN	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	POOJA SHAH	Public (Non- Promoter)	Public (Non- Promoter)
2	RUPAL JHAVERI	Public (Non- Promoter)	Public (Non- Promoter)
3	KIRAN VINOD JAJU	Public (Non- Promoter)	Public (Non- Promoter)
4	ETON INVESTMENT SERVICES PVT LTD	Public (Non- Promoter)	Public (Non- Promoter)

5	ARJAL ASHOKKUMAR PATEL	Public (Non- Promoter)	Public (Non- Promoter)
6	NIMISH RAMESHBHAI RANA	Public (Non- Promoter)	Public (Non- Promoter)
7	RUHI PRAVINKUMAR GUPTA	Public (Non- Promoter)	Public (Non- Promoter)
8	ABHINANDAN WEALTH MANAGEMENT PRIVATE LIMITED	Public (Non- Promoter)	Public (Non- Promoter)
9	AUMIT CAPITAL ADVISORS LIMITED	Public (Non- Promoter)	Public (Non- Promoter)
10	JAIN ABHISHEK NIRMAL	Promoter (Promoter Group)	Promoter (Promoter Group)
11	RUCHITA ABHISHEK JAIN	Promoter (Promoter Group)	Promoter (Promoter Group)
12	PADMA JAIN	Promoter (Promoter Group)	Promoter (Promoter Group)
13	YAMAN SALUJA	Promoter	Promoter
14.	ANITA SALUJA	Promoter (Promoter Group)	Promoter (Promoter Group)
15.	PUJA YAMAN SALUJA	Promoter (Promoter Group)	Promoter (Promoter Group)
16.	ASHISH JAIN	Promoter	Promoter
17.	KHUSBHOO ASHISH JAIN	Promoter (Promoter Group)	Promoter (Promoter Group)
18.	NIRMAL KUMAR JAIN	Promoter (Promoter Group)	Promoter (Promoter Group)
19.	SHRUTI SINGHVI	Public (Non- Promoter)	Public (Non- Promoter)
20.	RUCHAS VENTURES	Public (Non- Promoter)	Public (Non- Promoter)
21.	INDERJEET KASHIRAM PUNYANI	Public (Non- Promoter)	Public (Non- Promoter)
22.	VIKAS MEHTA	Public (Non- Promoter)	Public (Non- Promoter)
23.	ANKUSH BANSAL	Public (Non- Promoter)	Public (Non- Promoter)
24.	RIMABEN PRANAV SHAH	Public (Non- Promoter)	Public (Non- Promoter)

**19. Valuation and Justification for the allotment proposed to be made for consideration other than cash:**

The Proposed allotment is made by cash so the same is not applicable.

**20. Lock-in period:**

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.



## **21. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated October 12, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

## **22. Certificate and Valuation Report:**

The Company has received Valuation Report dated 30<sup>th</sup> September, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s Nirav Soni & Co., practicing Company Secretaries (Membership No: A39566), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

All these certificates and valuation report are available on the website of the Company i.e., [www.naapbooks.com](http://www.naapbooks.com) and available for inspection at the registered office of the Company during office hours.

## **23. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

## **24. Other disclosures:**

- a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com).
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.
- c) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- d) The Company has not made any preferential allotment of securities during the last financial year.
  - All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
  - None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

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](mailto:compliance@naapbooks.com); Website: [www.naapbooks.com](http://www.naapbooks.com)

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Except the Promoter and Promotor Group, 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. 3 of this notice except and to the extent of their shareholding in the Company.

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, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 7 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the Authorised share capital of the Company.

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. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

Naapbooks Limited  
CIN: L72900GJ2017PLC096975  
901, 9<sup>th</sup> Floor,  
Shivarth The ACE,  
Opposite KK Farm,  
Sindhu Bhavan Road, B  
Bodakdev, Ahmedabad-380054.  
Tel: 079-48940505  
[compliance@naapbooks.com](mailto:compliance@naapbooks.com)  
[www.naapbooks.com](http://www.naapbooks.com)  
**Date:** October 16, 2024

by order of the Board of Directors  
For, Naapbooks Limited

Sd/-  
**Sahul Jotaniya**  
Company Secretary

### 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, November 09, 2024 at 12.00 P.M.** at the registered office of the Company situated at 901, 9<sup>th</sup> Floor, Shivarth The ACE, Opposite KK Farm, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

\_\_\_\_\_

**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.

**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, November 09, 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
<b>Special Business</b>		
1) To increase the Authorised share capital of the company and to make consequent alteration in clause v of the memorandum of association; - <b>Ordinary Resolution</b>		
2) To Issue Equity shares on Preferential basis- <b>Special Resolution</b>		
3) To issue Convertible warrants on Preferential basis- <b>Special Resolution</b>		

Signed .....day of ....., 2024

Signature of the Shareholder .....



.....  
**Signature of the 1<sup>st</sup> Proxy Holder**                      **Signature of the 2<sup>nd</sup> Proxy Holder**                      **Signature of the 3<sup>rd</sup> Proxy Holder**

**NAAPBOOKS LIMITED**

**CIN: L72900GJ2017PLC096975**

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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.

**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:** 901, 9<sup>th</sup> Floor, Shivarth The ACE, Opposite KK Farm, Sindhu Bhavan Road, Bodakdev,  
Ahmedabad-380054.

**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; - <b>Ordinary Resolution</b>			
2.	To Issue Equity shares on Preferential basis- <b>Special Resolution</b>			
3.	To issue Convertible warrants on Preferential basis- <b>Special Resolution</b>			

**Place: Ahmedabad**

**Date: 09/11/2024**

**(Signature of the shareholder)**

**ROUTE LOCATION OF THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING**

