

**August 29, 2022**

Dear Member,

You are cordially invited to attend the 5<sup>th</sup> Annual General Meeting of the members of Naapbooks Limited ("the Company") to be held **on Wednesday, September 28, 2022 at 4:00 p.m.** IST through video conference and other audio-visual means ("VC").

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 ("the Act"), read with the related rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations"), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Very truly yours,

**Sd/-**

**Yaman Saluja**

Whole-Time Director & CFO

DIN: 07773205

**Enclosure:**

1. Notice of the 5<sup>th</sup> Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

## Notice of the 05<sup>th</sup> Annual General Meeting

Notice is hereby given that the fifth (05<sup>th</sup>) Annual General Meeting of **NAAPBOOKS LIMITED** will be held on **Wednesday, 28<sup>th</sup> day of September, 2022 at 04:00 P.M.** IST, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### Ordinary businesses:

#### Item No. 01- To receive, consider and adopt

the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2022 together with reports of the Board of Directors and Auditors thereon; and

#### Item No. 02- Appointment of Mr. Yaman Saluja as a Whole-Time director, liable to retire by rotation

To appoint a Director in place of Mr. Yaman Saluja (DIN: 07773205) who retires by rotation in terms of section 152(6) of the companies act, 2013 and, being eligible, offers himself for re- appointment.

### Special businesses:

#### Item No. 03- Regularization of Mr. Siddharth Soni (02152387) as a Non-Executive Director of the Company:

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

**RESOLVED THAT** pursuant to the provisions of sections 152, section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Siddharth Soni (DIN: 02152387), who was appointed as an Additional

(Non-Executive) Director of the Company by the Board of Directors with effect from 25<sup>th</sup> May, 2022 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who has submitted a declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Director of the Company and he is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

#### Item No. 04- To Fix Managerial Remuneration of Mr. Yaman Saluja Whole- Time Director (DIN: 07773205) of the company.

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

**RESOLVED THAT** pursuant to the recommendation of the nomination and remuneration committee dated Aug 29, 2022 and the approval of the Board through its resolution

dated Aug 29, 2022 and in accordance with the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approved the appointment of Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Director of the company in their meeting held on 12<sup>th</sup> January, 2021 for a period of 5 (Five) years with effect from January 12, 2021 and herewith approval of the Members of the Company be and is hereby accorded for making payment of remuneration on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Yaman Saluja (DIN: 07773205) subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** pursuant to section 197 and subject to approvals require as per Schedule V of the companies Act, 2013, the remuneration payable to Mr. Yaman Saluja (DIN: 07773205) is fixed for the **next three (3) financial years** from April 01, 2022 to March 31, 2025 as per Sub-Point III of section II of Schedule V, notwithstanding that such remuneration shall not exceed limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** effective from the date of approval of the shareholders of this resolution, the above additional terms shall be deemed to have been included to the terms and conditions of the appointment and remuneration of Mr. Yaman Saluja (DIN: 07773205), Whole-time Director of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force).

**Item No. 05- To Fix Managerial Remuneration of Mr. Ashish Jain (DIN: 07783857), Director and CEO of the company.**

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

**RESOLVED THAT** pursuant to the recommendation of the nomination and remuneration committee dated Aug 29, 2022 and the approval of the Board through its resolution dated Aug 29, 2022 in terms of provisions contained in 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for payment of remuneration to Mr. Ashish Jain (DIN: 077853857), Director, as set out in the Explanatory Statement, for the period from April 01, 2022 to March 31 2025 (for a period



of three (3) years), notwithstanding that such remuneration may exceed 1% (one percent) being the limit specified under Section 197 and Schedule V of the Act in case of the company has no profits or its profits are inadequate,, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, perquisites and benefits approved by this resolution shall be paid as minimum remuneration to Mr. Ashish Jain (DIN: 077853857), Director of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force).

**Item No. 06- To Fix Managerial Remuneration of Mr. Nirmal Jain (DIN: 07773203), Chairman & Director of the company.**

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

**RESOLVED THAT** pursuant to the recommendation of the nomination and remuneration committee dated Aug 29, 2022 and the approval of the Board through its resolution

dated Aug 29, 2022 in terms of provisions contained in 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for payment of remuneration to Mr. Nirmal Jain (DIN: 07773203), Chairman & Director, as set out in the Explanatory Statement, for the period from April 01, 2022 to March 31 2025 (for a period of three (3) years), notwithstanding that such remuneration may exceed 1% (one percent) being the limit specified under Section 197 and Schedule V of the Act in case of the company has no profits or its profits are inadequate,, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, perquisites and benefits approved by this resolution shall be paid as minimum remuneration to Mr. Nirmal Jain (DIN: 07773203), Director of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force).

**Naapbooks Limited**

CIN: L72900GJ2017PLC096975

3<sup>rd</sup> Floor, Broadway Business Center,

Above V Mart, Law garden,

Ahmedabad – 380006

Tel:079-48940505

compliance@naapbooks.com

www.naapbooks.com

**August 29, 2022**

by order of the Board of Directors

For, Naapbooks Limited

**Sd/-**

**Sahul Jotaniya**

*Company Secretary*

## Notes

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to [roc.vikasjain@gmail.com](mailto:roc.vikasjain@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2022. Members seeking to inspect such documents can send an email to [compliance@naapbooks.com](mailto:compliance@naapbooks.com).
6. Members are requested to address all correspondence to the company at Naabooks Limited, 3<sup>rd</sup> Floor, Broadway Business Center, Law Garden, Ahmedabad or to RTA, KFin Technologies Limited (formerly known as Kfin Technologies Private Limited), Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032.
7. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020; the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Nirav Soni & Co., Practicing Company Secretaries, as Scrutinizers to scrutinize

the e-voting in a fair and transparent manner.

8. Members holding shares as on cut-off date, i.e. as on **Thursday, September 22, 2022**, may cast their votes electronically. **The e-voting period commences on Sunday, September 25, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 2022 (5:00 p.m. IST).** The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **Thursday, September 22, 2022**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. In compliance with the Circulars, the Integrated Annual Report 2021-22, the Notice of the 05<sup>th</sup>AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Integrated Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and notice of the 05<sup>th</sup> AGM.
12. Members may also note that the Notice of the 05<sup>th</sup> AGM and the Integrated Annual Report 2021-22 will also be available on the Company's website, <https://www.naapbooks.com/investor/>, website of the stock exchange, i.e. BSE at [www.bseindia.com](http://www.bseindia.com), respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.
13. 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 e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.naapbooks.com](http://www.naapbooks.com).
14. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**Naapbooks Limited**

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**August 29, 2022**

by order of the Board of Directors  
For, Naapbooks Limited

**Sd/-**

**Sahul Jotaniya**

*Company Secretary*



**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

The remote e-voting period begins on **Sunday, September 25, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 2022 (5:00 p.m. IST).**

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, September 22, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, September 22, 2022.**

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

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

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





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL:<a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Please follow steps given in points 1-5</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>C.</b> Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> Or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

	<ol style="list-style-type: none"> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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

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

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



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

5. Your User ID details are given below :

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

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

- email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  9. Now, you will have to click on "Login" button.
  10. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2:** How to cast your vote electronically on NSDL e-voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre,

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free no: 1800 1020 990/1800 224 430.

3. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User id and Password for e-voting by providing demat account number/ folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in dematerialized mode, you are requested to refer to the login method explained above.
4. The instructions for members for e-voting on the day of the AGM are mentioned in point number 18(A).

Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800 1020 990 and 1800 224 430 or contact Amit Vishal, Assistant Vice President – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/or Sanjeev Yadav, Assistant Manager-NSDL at [sanjeevy@nsdl.co.in](mailto:sanjeevy@nsdl.co.in).
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by

sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [compliance@naapbooks.com](mailto:compliance@naapbooks.com) from September 21, 2022 (9:00 a.m. IST) to September 24, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting

(votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.naapbooks.com](http://www.naapbooks.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

### Naapbooks Limited

CIN: L72900GJ2017PLC096975

3<sup>rd</sup> Floor, Broadway Business Center,

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Ahmedabad – 380006

Tel:079-48940505

[compliance@naapbooks.com](mailto:compliance@naapbooks.com)

[www.naapbooks.com](http://www.naapbooks.com)

**August 29, 2022**

by order of the Board of Directors  
For, Naapbooks Limited

**Sd/-**  
**Sahul Jotaniya**  
Company Secretary



## Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 10 of the accompanying Notice:

### Item No. 03

#### **Regularization cum Appointment of Mr. Siddharth Soni (DIN: 02152387) as a Non-Executive Director of the company: ordinary resolution.**

Mr. Siddharth Soni (DIN: 02152387) was appointed as an Additional Non-Executive Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on 25<sup>th</sup> May, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Siddharth Soni will hold office up to the date of the ensuing AGM. Mr. Siddharth Soni be appointed as Non-Executive Director of the Company under the provisions of Section 152 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on 25<sup>th</sup> May, 2022, considered and recommended the appointment of Mr. Siddharth Soni as a Non-Executive Director of the Company to hold office up to the date of ensuing Annual General Meeting (AGM) and not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Siddharth Soni fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A brief profile of Mr. Siddharth Soni, including nature of his expertise, is provided at is provided under Annexure to the notice of this Annual Report.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing

the candidature of Mr. Siddharth Soni for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Siddharth Soni (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set out under Item No. 3 for the approval of the Members by way of passing Ordinary Resolution.

### Item No. 04

#### **To Fix Managerial Remuneration of Mr. Yaman Saluja (DIN: 07773205), Whole-Time Director of the company.**

The Board of Directors of the company ("the board") at its meeting held on 12<sup>th</sup> January, 2021 changed the designation of Mr. Yaman Saluja (07773205) from the Executive Director to Whole-time Director of the Company for a period of 5 years w.e.f. 12<sup>th</sup> January, 2021 in terms of provision of Section 196, 203 and Schedule V to the Companies Act, 2013 read with companies (Appointment of Remuneration of Managerial Personnel) rules, 2014 and appointment was approved as per Section 196(4) of the companies act, 2013 in the next Extra- ordinary general meeting held on 04<sup>th</sup> March, 2021.



The Board of Directors had noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Executive Director of the Company, in the event of loss or inadequacy of profit in any financial year, shall be as per the limit set out in Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 197, 198, Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Executive Director of the Company is now being placed before the

Members for their approval by way of Special Resolution.

It is proposed to seek the members' approval for the remuneration payable to Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Executive Director of the Company, in terms of the applicable provisions of the Act.

**The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;**

**General Information:**

**Nature of Industry:** The Company is engaged in the business of developing and providing Information Technological solutions to corporate for their requirements. The company develops and provides Fintech App, Cloud Consulting, Block chain App, Mobile App, Web App, Embedded App products to its clients.

**Date or expected date of commencement of commercial production:** The Company is engaged in the business of IT Industry.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable



## Financial performance based on given indicators:

(₹ In Lakh)

PARTICULARS	STANDALONE	
	YEAR ENDED 31/03/2022	YEAR ENDED 31/03/2021
I. Net Sales/Income from Operations	280.45	271.32
II. Other Income	0.019	0.12
<b>III. Total Income (I+II)</b>	<b>280.47</b>	<b>271.44</b>
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	191.01	180.55
V. Finance Cost	8.73	6.72
VI. Depreciation and Amortization Expense	45.60	18.79
<b>VII. Profit Before Tax (IV-V-VI)</b>	<b>35.13</b>	<b>65.38</b>
<b>VIII. Tax Expense:</b>		
i Current Tax Expense	8.46	15.94
ii Tax Expense Relating to prior years	(1.72)	0
iii Deferred Tax (Asset)/Liabilities	5.14	2.40
<b>IX. Profit After Tax (VII-VIII)</b>	<b>23.25</b>	<b>47.04</b>

### Foreign investments or collaborations, if any:

No collaborations have been made by the Company with any of foreign entity.

Further, as at 31<sup>st</sup> March, 2022, total holding of Foreign Shareholders was zero of Promoter Group and other Foreign Shareholders holding was 11,200 Equity Shares.

### Information about the Executive Director:

**Background Details:** Mr. Yaman Saluja aged 32 years old is a Promoter and Whole Time Director and Chief Finance Officer of our Company. He

holds a bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu. He is associated with our Company since April, 2017. He has experience of more than 7 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.

**Past Remuneration:-** Rs. 8,00,000/- (Rupees Eight lacs) paid during F.Y 2021-22

**Recognition of Award:** None

**Job Profile and his suitability:** Mr. Yaman Saluja is responsible for marketing and finance related matters of the company.

**Remuneration Proposed:** Rs. 12,00,000/- (Rupees Twelve lacs) P.A. i.e. Rs. 1,00,000/- (Rupees one lacs) per month for the next three years (from F.Y 2022-23 to F.Y 2024-25).

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Yaman Saluja (DIN: 07773205), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Yaman Saluja (DIN: 07773205) has no pecuniary relationship with any of the Directors or Key Managerial Personnel and their relatives of the company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and other applicable Regulations of SEBI (LODR) Regulations, 2015, the remuneration specified above payable to Mr. Yaman Saluja (DIN: 007773205) are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for a period of three year w.e.f. April 01, 2022 to March 31, 2025 until revised further.

Except Mr. Yaman Saluja (DIN: 07773205) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

#### **Item No. 05**

**To Fix Managerial Remuneration of Mr. Ashish Jain (DIN: 07783857), Director and CEO of the company.**

The company proposed to fix managerial remuneration payable to Mr. Ashish Jain (DIN: 07783857), Director of the company as per section 197 and Schedule V of the Companies Act, 2013.

The proposed amount of managerial remuneration may exceed the 1% (one percent) limit specified in section 197 of the companies act, 2013. Hence, as per Schedule V in case of inadequate profit, company may pay managerial remuneration in excess of the limits specified in section 197 of the companies act, 2013 by passing of special resolution in the general meeting of the shareholders.

The Company propose to pay managerial remuneration amounting of **Rs. 15,00,000/- (Rupees Fifteen lacs) P.A for the next three (3) years (from F.Y 2022-23 to F.Y 2024-25)** to Mr. Ashish Jain (DIN: 07783857) which may exceed the limit of 1% (one percent) specified in Section 197 of the companies act but within the limits specified in Schedule V of the Companies Act, 2013.

Except Mr. Ashish Jain (DIN: 07783857) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

#### **Item No. 06**

**To Fix Managerial Remuneration of Mr. Nirmal Jain (DIN: 07773203), Chairman & Director of the company.**

The company proposed to fix managerial remuneration payable to Mr. Nirmal Jain (DIN: 07773203, Chairman & Director of the company as per section 197 and Schedule V of the Companies Act, 2013.

The proposed amount of managerial remuneration may exceed the 1% (one percent)



limit specified in section 197 of the companies act, 2013. Hence, as per Schedule V in case of inadequate profit, company may pay managerial remuneration in excess of the limits specified in section 197 of the companies act, 2013 by passing of special resolution in the general meeting of the shareholders.

The Company propose to pay managerial remuneration amounting of **Rs. 10,00,000/- (Rupees Ten lacs) P.A for the next three (3)**

**years (from F.Y 2022-23 to F.Y 2024-25) to Mr. Nirmal Jain (DIN: 07773205)** which may exceed the limit of 1% (one percent) specified in Section 197 of the companies act but within the limits specified in Schedule V of the Companies Act, 2013.

Except Mr. Nirmal Jain (DIN: 07773205) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

## Item No.02

<b>Name of Director</b>	<b>Yaman Saluja (DIN: 07773205)</b>
<b>Date of Birth</b>	February 20, 1990
<b>Date of Initial Appointment</b>	April 20, 2017
<b>Date of Appointment (at current term)</b>	January 12, 2021 for a period of 5 years
<b>Educational Qualifications</b>	Bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu
<b>Expertise in specific functional areas – Job profile and suitability</b>	Yaman Saluja is Promoter and Whole Time Director and Chief Finance Officer of our Company. He holds a bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu. He is associated with our Company since April, 2017. He has experience of more than 7 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	Designated Partner in M/s. Proex Advisors LLP
<b>Memberships / Chairmanships of committees of other public companies</b>	<b>Membership:</b> -1 committee of the Board
<b>Shareholding in the Company:</b>	2,37,600 Number of Equity Shares at the end of March 31, 2022
<b>Inter-se Relationship with other Directors</b>	Nil

## Item No. 03

<b>Name of Director</b>	Mr. Siddharth Soni
<b>Date of Birth</b>	August 02, 1985
<b>Date of Initial Appointment</b>	May 25, 2022
<b>Date of Appointment (at current term)</b>	May 25, 2022
<b>Educational Qualifications</b>	Bachelor in commerce (B. Com)
<b>Expertise in specific functional areas - Job profile and suitability</b>	Mr. Sidharth Soni, is a Bullion Trader & Merchant with over 12 years of experience in domestic and international trade, having offices across India & in Dubai. Previously, he has successfully managed a Corporate Recruitment firm with 1000+ management placements. He has also been in collaboration with various businesses in real estate and diamond trading.
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	1) Rasavat Food Courts Private Limited (CIN: U55209GJ2018PTC104228)  2) Arth Organiser And Executors LLP (LLPIN : AAM-6392)
<b>Memberships / Chairman ships of committees of other public companies</b>	<b>Membership:</b> -1 committees of the Board
<b>Shareholding in the Company:</b>	Nil
<b>Inter-se Relationship with other</b>	Nil

**Naapbooks Limited**

CIN: L72900GJ2017PLC096975

3<sup>rd</sup> Floor, Broadway Business Center,

Above V Mart, Law garden,

Ahmedabad – 380006

Tel:079-48940505

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**August 29, 2022**

www.naapbooks.com

**August 29, 2022**

by order of the Board of Directors

For, Naapbooks Limited

sd/-

**Sahul Jotaniya**

Company Secretary

## REACH US

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