

February 13, 2023

To,
BSE Limited
Listing Operations (Equity),
P. J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sir/ Madam,

Scrip Code: 543351

Sub: Disclosure under Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In continuation of our intimation dated February 08, 2023 and pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 this is to inform you that the Board of Directors of the Company in their meeting held today i.e. Monday, February 13, 2023 have, inter alia considered and approved the following agendas:

1. Issuance of Equity shares on Preferential basis:

Subject to the approval of Shareholders and such other regulatory authority as may be required, the Board of directors approved the issue of 11,50,000 (Eleven Lacs Fifty Thousand only) Equity Shares of Rs. 10/- each at a price of Rs. 72.00/- (Rupees Seventy Two Only) each, which shall not be less than the minimum issue price as determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), payable for cash and for consideration other than cash aggregating to Rs.8,28,00,000/- (Rupees Eight Crore Twenty Eight Lacs Only), to Specified Investors/ Identified Investors (collectively called the "Investors") as listed below, which also includes issuance of shares to promoter group, on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws subject to approval of shareholders.

List of proposed allottees/ investors:

Sr.No.	Name of Proposed Allottee	Maximum number of Shares	Category
1.	Ranjeet Mechatronics Limited	3,00,000	Public
2.	Proex Advisors LLP	7,50,000	Promoter Group
3.	Pathan Altab Usmanbhai	50,000	Public
4.	Natvarsing Takhuji Chavda	50,000	Public
	Total	11,50,000	

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The disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements (SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015), concerning the issue of equity shares on a preferential basis are enclosed as Annexure I to this letter.

- **Issue of 7,50,000 equity shares of the Company on preferential basis for consideration other than cash:**

Subject to the approval of the shareholders and such other regulatory or statutory approvals as may be required, the Board has approved the issuance of 7,50,000 equity shares of the Company to M/s Proex Advisors LLP having face value of Re. 10/- each, at a price of Rs. 72/- per equity share ("Subscription Shares"), which shall be determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for consideration other than cash (being swap of 50% contribution of Proex Advisors LLP) towards the payment of the Purchase Consideration payable by Proex Advisors LLP to the company, for the acquisition of Purchase Shares, in accordance with provisions of the Companies Act, 2013 and ICDR Regulations, as amended from time to time and other applicable laws and the agreement executed between the Company and Proex Advisors LLP in relation to the same.

The disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements (SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015), concerning the issue of equity shares on a preferential basis are enclosed as Annexure II to this letter

2. Increase in Authorized Capital of the company:

Considered and approved the increase of the Authorized Share Capital of the Company from existing Rs. 2,00,00,000 (Rupees Two Crore only) divided into 20,00,000 Equity Shares of Rs. 10/- each to Rs. 3,20,00,000/- (Rupees Three Crore Twenty Lacs Only) divided into 32,00,000 Equity Shares of Rs. 10/- each. Consequently leading to an alteration in Capital clause of Memorandum of Association of the Company;

3. Convening an Extra Ordinary General Meeting of the Company

Considered and approved convening of Extraordinary General Meeting ("EOGM") on Tuesday, March 14, 2023, in order to seek the approval of the shareholders of the Company for the matters specified above, and has approved the draft of the notice for same. The notice of the EGM shall be submitted to the Stock Exchange in due course in compliance with the provisions of the Listing Regulations.

4. Appointment of scrutinizer for the purpose of e-voting

Considered and approved appointment of M/s. Nirav Soni & Co, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of Extra-ordinary General Meeting of the Company. Additional details pursuant to Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4120L5 dated 9, September, 2015 is enclosed as Annexure 1"

Kindly note that the meeting of the Board of Directors of the Company **commenced at 7:30 p.m. and concluded at 8:30 p.m.**

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You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Naapbooks Limited**

CS Sahul Jotaniya
Company Secretary & Compliance Officer
(Mem. No.: A43006)

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Annexure I

The details as required to be disclosed under Regulation 30 read with the SEBI Circular dated September 09, 2015 are as under:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued	Equity Shares
2.	Type of issuance	Preferential Issue of Equity Shares in accordance with the SEBI (ICDR) Regulations, 2018 read with the Companies Act, 2013 and rules made there under.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	11,50,000 (Eleven Lacs Fifty Thousand only) Equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of 72 /- Rupees Seventy Two only) each payable in cash and for consideration other than cash aggregating Rs.8,28,00,000/- [Rupees Eight Crores Twenty Eight Lacs Only] ("Total Issue Size")
4.	Issue price	Rs. 72/- only including face value of Rs. 10/- each (consideration to be discharged by cash and other than cash i.e. swap of shares).
5.	List of Proposed Investors to whom shares shall be allotted for Cash	1. Ranjeet Mechtronics Limited 2. Pathan Altab Usmanbhai 3. Natvarsing Takhuji Chavda
6.	List of Proposed Investors to whom shares shall be allotted for consideration other than Cash	Proex Advisors LLP
8.	Post allotment of securities – outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors. (The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares of the Company.)	Attached in Annexure-III
7.	In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

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Annexure-II

Disclosure in terms of Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements concerning above acquisition of ordinary shares:

Sr. No.	Particulars	
a)	<p>Name of the target entity, details in brief such as size, turnover, etc.</p> <p>Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last year's turnover, country in which the acquired entity has presence, and any other significant information (in brief)</p>	<p>Proex Advisors LLP is a Limited Liability Partnership incorporated in India on 28/06/2017, and having its registered office at F-102, Siddhraj Zori, Behind Siddhraj Zori, Gandhi agar, Ahmedabad Gujarat -382421.</p> <p>Presently, the LLP is engaged in the business of providing management consultancy, business advisory, Legal consultancy, Marketing and Advertisement financial consultancy, GST Advisors and other ancilliary business and financial advisory.</p> <p>Last financial Years' Audited revenue:</p> <p>FY 2020-21 – Rs. 80,93,592/-</p>
b)	The industry to which the entity being acquired belongs	Service Industry (Consultancy)
c)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired. If yes,	The transaction involves swap of Equity shares of Naapbooks Limited for the stake of Proex Advisors LLP. The promoters of the Company are Designated Partners of the LLP.
d)	nature of interest and details thereof and whether the same is done at "arm's length"	The above transaction is carried at "arm's length" based on valuation report issued by CS ABHISHEK CHHAJED, IBBI Registered Valuer, in accordance with the applicable laws.

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d)	Objects and effects of the acquisition	<p>The acquisition of Purchase stake by the Company is for the purposes of consolidation of the Company's shareholding in Naapbooks Limited, by purchasing the 50% stake held by Proex Advisors LLP.</p> <p>Upon completion of the transaction, Naapbooks Limited shall hold 50% of control in Proex Advisors LLP and that, Proex shall held 24.94% voting rights in Naapbooks Limited.</p>
e)	Cost of acquisition or the price at which the shares ate acquired	Swap of Equity shares of 7,50,000 for the Issue price of Rs. 72/- per Equity share of Naapbooks Limited in exchange acquiring 50% stake amounting to Rs. 5,40,00,128/- held in Proex Advisors LLP.
f)	Nature of consideration (cash consideration or share swap and details of the same)	Through issuance of 7,50,000 equity shares of the Company to M/s Proex Advisors LLP having face value of Re. 10/- each, at a price of Rs. 72/- per equity share ("Subscription Shares"), for consideration other than cash (being swap of 50% contribution of Proex Advisors LLP) towards the payment of the Purchase Consideration on a preferential basis, determined based on independent valuation report by M/s. Abhishek Chhaged, IBBI Registered Valuer.
g)	Percentage of shareholding/ control acquired and/or number of shares acquired	<p>The Company currently do not hold any stake in Proex Advisors LLP and Proex Advisors LLP has no holding in the shares of Naapbooks Limited.</p> <p>Upon completion of the transaction, Naapbooks Limited shall hold 50% of control in Proex Advisors LLP and that, Proex Advisors LLP shall held 24.94% voting rights in Naapbooks Limited.</p>
h)	The indicative time period for completion of the acquisition	Subject to necessary approvals of the regulator(s), as may be required, and subject to shareholders' approval for issue of equity shares on preferential basis, the acquisition is expected to be completed in the next 3 to 6 months from the current date.

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Annexure-III

Sr. No.	Name of Allottees	No. of Shares to be allotted	Category	Pre Pref. Holding		Post Pref. Holding	
				No. of Shares	% of holding	No. of Shares	% of holding
1	Ranjeet Mechatronics Limited	3,00,000	Public	0	0	3,00,000	9.97804829
2	Proex Advisors LLP	7,50,000	Promoter group	0	0	7,50,000	24.9451207
3	Pathan Altab Usmanbhai	50,000	Public	0	0	50,000	1.66300805
4	Natvarsing Takhuji Chavda	50,000	Public	0	0	50,000	1.66300805
	Total	11,50,000				11,50,000	

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