

Date: September 08, 2025

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Sub- Intimation of Notice of 08th Annual General Meeting.

Ref: Scrip Code: 543351, Scrip Id: NBL

Dear Sir/Ma'am,

This has further reference to our Board meeting outcome dated September 06, 2025.

We are submitting herewith the Notice of 08th Annual General Meeting scheduled to be held on **Tuesday, September 30, 2025 at 12:00 P.M. (IST)** of the company for the financial year 2024-25, which is being sent in electronic mode to the Members whose E-mail ids were registered with Company/Depository Participants(s).

In this regard, the list of members for dispatch of Annual Report 2024-25 and Notice of 08th AGM will be taken as on **Friday, August 29, 2025**. Members whose E-mail ids were not registered as on **Friday, August 29, 2025** in the Register of Member/ list of Beneficial Owners received from National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL), the company has sent whatsapp messages and physical copy of an intimation letter containing the web link and QR for downloading Integrated Annual Report 2024-25 along with Notice of 08th Annual General Meeting in the permitted mode.

Notice of 08th Annual General Meeting

Click Here

Kindly take the same on record.

For, **Naapbooks Limited**

SALUJA Digitally signed by
SALUJA YAMAN
YAMAN Date: 2025.09.08
15:01:31 +05'30'

Mr. Yaman Saluja
Whole Time Director and CFO
DIN: 07773205

Enclosure: Copy of notice of 08th Annual General Meeting

CIN : L72900GJ2017PLC096975

☎ 079-4894 0505

✉ info@naapbooks.com

🌐 www.naapbooks.com

📍 901, Shivarth- The Ace, Sindhu Bhavan Road,
Sindhu Bhavan, Ahmedabad, Gujarat-380054

Naapbooks Limited



Notice of the 08th Annual General Meeting

Notice is hereby given that the Eighth (8th) Annual General Meeting of NAAPBOOKS LIMITED ("Company" or "NBL") will be held on **Tuesday, September 30, 2025, at 12:00 P.M. (IST)** at the registered office of the company situated at 901, Shivarth The ACE, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054, India to transact the following businesses:

Ordinary Business

Item No. 01

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year 2024-25 comprising of Balance Sheet as on 31st March, 2025 and Profit and Loss Statement for the financial year ended on 31st March, 2025 together with all annexure and attachment thereto including Directors Report and Auditors Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year 2024-25 comprising of Balance Sheet as on 31st March, 2025 and Profit and Loss Statement for the financial year ended on 31st March, 2025 together with all annexure and attachment thereto which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted."

Item No. 02

Appointment of Mr. Yaman Saluja (DIN: 07773205) as a 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, seeks reappointment.

Explanation: Based on the terms of appointment, Executive directors and the Non-Executive are subject to retirement by rotation. Mr. Yaman Saluja (DIN: 07773205), Whole Time Director and CFO, whose office of directorship is liable to retire at the ensuing AGM,

being eligible, seeks reappointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment as a director.

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 Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Yaman Saluja (DIN: 07773205) as a director, who is liable to retire by rotation.”

Item No. 03

To approve and adopt "Employees Stock Option Scheme 2025" ("ESOS- 2025"). To consider, and if thought , to pass the following resolution(s) as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time [“SEBI (SBEB and Sweat Equity) Regulations”] and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to the ‘Employees’ Stock Option Scheme 2025’ (“ESOS 2025”) / (“Plan/Scheme”) and to the Board to create, offer, issue, reissue, grant (permitted under applicable laws) in terms of the ESOS 2025, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOS 2025, not exceeding **10,78,620 (Ten Lacs Seventy Right Thousand Six Hundred Twenty)** employee stock options (“Options”), in one or more tranches, from time to time, to such person(s) who are in the employment or service of the Company or any of its Subsidiary(ies) or Associate Company(ies) on exclusive basis, whether in or outside India, including any Director, whether whole-time or not (other than employees/ Directors who are Promoters or belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company, subject to their eligibility as may be determined under the scheme, at such price or prices, and on such terms and conditions, as may be determined by the Board / Committee in accordance with the provisions of the Scheme, SEBI (SBEB and Sweat Equity) Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the Board / Committee is hereby authorised to facilitate the allotment of the equity shares as per the terms of the ESOS 2025 upon exercise of options from time to time in accordance with the ESOS 2025 and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2025 subject to consent of the members by way of a special resolution to the extent required under the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. requisite adjustments which may include adjustments to the number of options in the ESOS 2025 shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2025.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOS 2025 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI (SBEB and Sweat Equity) Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2025.

RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the ESOS 2025 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorised to appoint a Merchant Banker who shall be involved or concerned in the exercise, issue and re-issue of options under the ESOS 2025 and such Merchant Banker will be remunerated by way of commission, brokerage, fees or the like.

RESOLVED FURTHER THAT any one of the Director of the Company, and Company Secretary of Company, be and are hereby jointly or severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOS 2025, in accordance with the provisions of SEBI (SBEB and Sweat Equity) Regulations/ SEBI Listing Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT all actions taken by the Board / Committee in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

Item No. 04

To approve existing as well as new material related party transactions with Proex Advisors LLP

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 Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement (s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with Proex Advisors LLP, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction (s) / Contract (s)

/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 05

To approve existing as well as new material related party transactions with Proex Consulting

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 Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement (s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with Proex Consulting, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction (s) / Contract (s)

/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 06

To approve existing as well as new material related party transactions with RELIGO CAPITAL ADVISORS PRIVATE LIMITED

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 Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement (s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with RELIGO CAPITAL ADVISORS PRIVATE LIMITED, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction (s) /Contract (s)

/Arrangement (s) / Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 07

To approve existing as well as new material related party transactions with NPBooks Software

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 Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement (s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with NPBook Software, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction (s) / Contract (s)

/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 8

To approve existing as well as new material related party transactions with SANCHAL PROJECTS PRIVATE LIMITED

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 Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement (s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with SANCHAL PROJECTS PRIVATE LIMITED, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction (s) / Contract (s)

/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

<p>Naapbooks Limited CIN: L72900GJ2017PLC096975</p> <p>901, Shivarth- The Ace, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054</p> <p>Tel: 079-48940505 compliance@naapbooks.com www.naapbooks.com</p>	<p>By order of the Board of Directors For, Naapbooks Limited</p> <p style="text-align: right;">Sd/- Mr. Yaman Saluja Whole Time Director and CFO</p> <p style="text-align: right;"><i>September 06, 2025</i></p>
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NOTES

- 1) The details concerning the appointment or re-appointment of directors, along with the Explanatory Statement as required under Section 102 of the Companies Act, 2013, are included herewith. This information also complies with Secretarial Standard II on General Meetings and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as Regulation 163 of the SEBI ICDR Regulations. These documents outline the important facts and justifications related to the Special Businesses mentioned in the notice of the Annual General Meeting (AGM).
- 2) The 8th Annual General Meeting (AGM) of the company will take place in person at the company's registered office. For your convenience, the attendance slip, proxy form, polling paper, and route map are included with this notice. Additionally, these documents can be accessed on the company's website at 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 may serve as a proxy for up to fifty (50) members of the company, provided that the total share capital represented by these members does not exceed ten percent of the company's total share capital.

To be valid, the proxy form must be fully completed, signed, stamped, and delivered to the company's registered office at least 48 hours prior to the start of the meeting. Enclosed with this notice is a proxy form for your convenience. When proxies are submitted on behalf of organizations such as companies or societies, they must be accompanied by the relevant resolution or authorization, as required.

Members have the right to inspect the proxies submitted to the company starting 24 hours before the scheduled beginning of the meeting and continuing until the meeting concludes. This inspection can be conducted at any time during the company's business hours within this period.

- 4) All of the company's equity shares are held in dematerialized form, meaning that no shares are held in physical certificates. Consequently, shareholders who hold their shares in dematerialized form are asked to provide their Client ID and DP ID numbers for identification purposes. Additionally, members or their proxies are requested to bring their completed attendance slips with them to the meeting to facilitate the registration process.
- 5) In accordance with Section 113 of the Companies Act, 2013 (referred to as the "Act"), along with the applicable rules, corporate members who plan to send their authorized representatives to attend the meeting are requested to follow a specific procedure. They should email a certified copy of the board resolution that authorizes their representative to attend and vote on their behalf at the meeting. This email should be sent either to the company's email address at compliance@naapbooks.com or to the scrutinizer at niravsoni003@gmail.com.

- 6) A detailed route map to the meeting venue is included at the end of this notice for your convenience.
- 7) We strongly encourage all members to support our dedication to environmental conservation by opting to receive the Company's communications via email. For those who hold shares in dematerialized form and have not yet provided their email addresses, we kindly request that you register your email address with your respective Depository Participant (DP) as soon as possible. This simple action will help us reduce paper usage and contribute to our shared goal of protecting the environment.
- 8) We are pleased to inform you that the Notice for the 8th Annual General Meeting, together with the Integrated Annual Report for the fiscal year 2024-25, is being distributed to all shareholders. This includes those whose names are recorded in the Register of Members or listed as Beneficial Owners, as per the information received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Friday, August 29, 2025**.
- 9) An electronic version of the Notice for the 8th Annual General Meeting, along with the Integrated Annual Report for 2024-25, is being distributed to all members who have registered their email addresses with the Company or Depository Participants for communication purposes. If any member has requested a hard copy of these documents, they will receive the printed version instead.
- 10) If any members have not received the email containing the Notice of the 8th Annual General Meeting and the Integrated Annual Report for 2024-25 in electronic format, they are encouraged to contact the company at compliance@naapbooks.com. We will provide them a copy of both the Notice and the Integrated Annual Report for 2024-25 in electronic mode upon request.
- 11) Members who have not registered their email address, physical copy of the intimation letter containing the web link for downloading Integrated Annual Report 2024-25 along with Notice of 08th Annual General Meeting are being sent in the permitted mode.
- 12) In accordance with MCA Circular No. 20/2020, dated May 5, 2020, which specifies in Clause II of Para 3-B that "The company shall take all necessary steps to register the email addresses of all persons who have not registered their email addresses with the company," the company has made significant efforts to reach out to its members. To facilitate communication, the company utilized the WhatsApp platform to send the link to the Notice of the 8th Annual General Meeting (AGM) and the Integrated Annual Report for 2024-25 to shareholders whose mobile numbers were on record.
- 13) For those members whose mobile number and email address both were not available on record, a physical copy of the intimation letter was dispatched. This letter contained a web link or QR code for downloading the Notice of the 8th AGM and the Integrated Annual Report for 2024-25, in accordance with permitted modes of communication.

- 14) Members whose names appear in the Register of Members or the Register of Beneficial Owners, as maintained by the Depositories, as of the **Cut-off date i.e. Saturday, September 20, 2025** will be eligible to cast their votes at the Annual General Meeting (AGM) by means of a poll. If you receive the Notice of the 8th AGM but do not possess voting rights as of the Cut-off date, please consider this Notice as an informational update only, and not as an invitation to vote.
- 15) Members are advised that the Notice of the 08th Annual General Meeting and the Integrated Annual Report for 2024-25 are available for download on the Company's website at www.naapbooks.com. Additionally, physical copies of these documents can be inspected at the Company's Registered Office during regular business hours on working days. Even if members have opted for e-communication, they can still request to receive physical copies of these documents by post at no additional cost. For any inquiries or to request physical copies, shareholders may contact the Company's investor relations team via email at compliance@naapbooks.com.
- 16) According to Section 108 of the Companies Act, 2013, as interpreted alongside the Companies (Management and Administration) Amendment Rules, 2015, the Company is not obligated to offer an e-voting facility to its shareholders. Therefore, the voting process for the 8th Annual General Meeting will be conducted via a physical poll. A polling paper, in the form of MGT-12, has been included with this notice to facilitate the voting procedure.
- 17) 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 Annual General Meeting.
- 18) The Register of Contracts or Arrangements in which Directors have an interest, as mandated by Section 189 of the Companies Act, 2013, will be open for review by members during the Annual General Meeting. This register provides transparency regarding the nature of any contracts or arrangements involving the directors, allowing members to inspect it and ensure proper governance.
- 19) Members are encouraged to reach out to the Registrar and Share Transfer Agent of the Company, KFin Technologies Limited, for assistance with any address changes or inquiries regarding their shares. For address updates or any questions related to share ownership, please contact KFin Technologies Limited directly.
- 20) All documents that are proposed for approval, as mentioned in the Notice above, as well as those detailed in the Explanatory Statement, are available for inspection at the Company's Registered Office. These documents can be reviewed between 10:00 a.m. and 12:00 p.m. on all working days, excluding Saturdays, Sundays, and public holidays, up until the date of the Annual General Meeting (AGM).
- 21) After completing the scrutiny of the poll votes cast during the Annual General Meeting (AGM) via Poll papers (MGT-12), the Scrutinizer is required to submit their report to the Chairman of the Company or to an authorized representative designated by the Chairman. The Scrutinizer require to submit his report to the chairman within two working days following the conclusion of the AGM. Once the Scrutinizer's report is finalized and the results are declared, the information will be communicated to the

stock exchange. Additionally, the results and the Scrutinizer's report will be made available on the Company's official website, www.naapbooks.com.

22) To safeguard against fraudulent transactions, it is crucial for members to practice vigilance and promptly inform the Company of any changes to their address or the death of any member. Additionally, members should avoid leaving their demat accounts inactive for extended periods. It is advisable to regularly obtain and review periodic statements of holdings from the relevant Depository Participant to ensure that all entries are accurate and up to date.

23) The Securities and Exchange Board of India (SEBI) has implemented a new regulation requiring all participants in the securities market to submit their Permanent Account Number (PAN). This measure is designed to enhance transparency and streamline financial transactions within the market.

Consequently, individuals who hold shares in electronic form are urged to promptly provide their PAN details to their respective Depository Participants.

These are the entities with whom they maintain their dematerialized (demat) accounts. Ensuring that this information is submitted will help in adhering to SEBI's regulations and facilitating smooth market operations.

<p>Naapbooks Limited CIN: L72900GJ2017PLC096975</p> <p>901, Shivarth- The Ace, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054</p> <p>Tel: 079-48940505 compliance@naapbooks.com www.naapbooks.com</p>	<p>By order of the Board of Directors For, Naapbooks Limited</p> <p>Sd/- Mr. Yaman Saluja Whole Time Director and CFO</p> <p><i>September 06, 2025</i></p>
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Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 8 of the accompanying Notice:

Item No. 3

The following Statement sets out the material facts relating to the Special Business item no. 3 as mentioned in the Notice:

Stock options have long been recognized internationally as an effective instrument to align the interest of Employees with those of the company and its shareholders, providing an opportunity to Employees to share the growth of the company, and to create long-term wealth in the hands of the Employees. Your Company believes that equity-based compensation plans are effective tools to attract and reward the talents working exclusively with the Company and its subsidiary (ies). With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture and also to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company’s objectives, your Company intends to implement an employee stock option scheme namely “Employees Stock Option scheme 2025” (“ESOS 2025”) seeking to cover eligible employees of the Company.

The Nomination & Remuneration Committee (“the Compensation Committee”) of the Board of Directors of the Company shall grant Options to employees based on the eligibility criteria and determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under ESOS 2025.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB and Sweat Equity) Regulations”), the Company seeks your approval for:

Implementation of the ESOS 2025; and

Grant of Options to the eligible employees of the Company as per the terms of the ESOS 2025.

Disclosure/main features of ESOS 2025 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and the Companies Act, 2013 are as under:

A) Brief description of ESOS 2025:

The Company proposes to introduce the ESOS 2025 primarily with a view to:

- I. To promote the long-term financial interest in the Company by offering to eligible Employees of the Company an opportunity to participate in the share capital of the Company;
- II. To attract and retain high quality human talent in the employment of the Company by providing them the incentives and reward opportunities;
- III. To achieve sustained growth of the Company by aligning the interests of the Employees with the long-term interests of the Company;
- IV. To create a sense of ownership among the Employees, officers and directors of the Company and provide them with wealth creation opportunities, while in employment of the Company; and

- V. To bring loyalty among the employees and directors of the Company by introducing the ownership factor and thereby bring improvement in individual and group performance.

The ESOS 2025 contemplates grant of Options to the eligible employees as may be determined in due compliance of SEBI ((SBEB and Sweat Equity) Regulations. After vesting,

The eligible employees earns a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Nomination and Remuneration Committee shall administer the ESOS 2025. All questions of interpretation of the ESOS 2025 shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons having an interest in the ESOS 2025. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes if any, in connection with Exercise of Options granted pursuant to this Scheme shall be entirely on the Option Grantee and shall be in accordance with the provisions of Income-tax Act, 1961 and the rules framed thereunder.

The Company shall have the right to recover from Option Grantee or deduct from the Option Grantee's salary, any of the Option Grantee's tax obligations arising in connection with the Shares allotted. The Company shall have no obligation to deliver Shares until the Company's tax deduction obligations, if any, have been fully satisfied by the Option Grantee

B) Total number of Options to be offered and granted:

The maximum number of Options that can be granted under the ESOS 2025 shall not exceed **10,78,620 (Ten Lacs Seventy Right Thousand Six Hundred Twenty)** which upon exercise shall be convertible into not more than **10,78,620 (Ten Lacs Seventy Right Thousand Six Hundred Twenty)** equity shares ("Shares") of the Company of Rs. 10/- (Ten) each fully paid up.

Further, the SEBI (SBEB and Sweat Equity) Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and to the extent allow the price of the Options in such a manner that the total value of the Options remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of Options and shares aforesaid shall be deemed to be modified accordingly.

C) Identification of classes of employees entitled to participate and be beneficiaries in ESOS 2025:

Following classes of Employees are entitled to participate in ESOS 2025:

- 1) Permanent employees of the Company;
- 2) Director of the Company, whether a managing Director or not (excluding an Independent Director); and
- 3) Such other Employees, as may from time to time be allowed under Applicable Laws, as may be decided by the Nomination and Remuneration Committee.

As per the eligibility criteria given above, the Nomination and Remuneration committee shall identify the eligible employees for grant of Options, under the ESOS 2025.

Nothing in the ESOS 2025 or in any Option granted pursuant to the ESOS 2025 shall confer on any employee or Option grantee any right to continue in the employment of the company or interfere in any way with the right of the Company to terminate the employee's/Option grantee's employment at any time.

D) Requirement of vesting and period of vesting:

Options granted under ESOS 2025 would vest after expiry of minimum of 1 (one) year but not later than maximum of 5 (Five) years from the Grant Date of such Options. The minimum Vesting Period of one year shall not apply to cases of separation from employment due to death or Permanent Disability.

Provided that in case where Options are granted by the Company under the Scheme in lieu of options held by a person under a similar plan/ scheme in another company (Transferor Company) which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period required under this Sub-clause in due compliance with the provisions of Applicable Laws.

The Vesting schedule for Options granted under may be subject to achievement of performance conditions as defined by the Nomination and Remuneration Committee for each grant.

E) Maximum period within which the Options shall be vested:

The Options Granted under the Plan shall not Vest earlier than minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 5 (Six) years from the respective date of grant.

F) Exercise price or pricing formula:

The Exercise Price per Option shall be at such discount to the Market Price as below:

Vesting Period (in Years)	1 (One) Year	2 (Two) Years	3 (Three) Years	5 (Five) Years
Discount on the prevailing market price as of the grant date	20%	30%	50%	75%

However in any case the Exercise Price shall not be less than the par value of the Shares of the Company.

G) Exercise period and the process of exercise:**1) While in Employment /Service**

The Exercise Period in respect of a Vested Options shall be maximum of 6 (Six) months from the date of Vesting of such Options. The exact Exercise Period of Options in case of any Grant shall be determined by the Nomination and Remuneration Committee at the time of Grant and shall be specified in the Grant Letter.

Once the Options are vested, whether at once or at various points of time as per the vesting schedule, the option grantee may, at any time during the exercise period submit an application with the Nomination and Remuneration Committee requesting to exercise his/her vested Options and pay the exercise price.

2) Exercise Period in case of separation from employment/ service

Vested Options can be exercised subject to treatment of Unvested Options as per provisions outlined herein below:

Sr. No.	Separations	Vested Options	Unvested Options
1.	Resignation/ Termination (other than due to Cause)	All the Vested Options as on date of submission of resignation/ date of termination; whichever is earlier; shall be exercisable by the Option Grantee within 3 months from the last date of employment.	All the Unvested Options on the date of submission of resignation/ date of termination; whichever is earlier; shall stand cancelled with effect from such resignation/ termination date.
2.	Termination due to Cause	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3.	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee before the expiry of the Exercise Period.	To be decided by the Nomination and Remuneration Committee subject to Applicable Laws.
4.	Separation due to Death	All Vested Options, if any, may be exercisable by the deceased Option Grantee's	To be decided by the Nomination and

		nominee or legal heir(s) on submission of requisite proof, within the Exercise Period from the date of death, subject to approval of the Nomination and Remuneration Committee.	Remuneration Committee subject to Applicable Laws
5.	Separation due to Permanent Disability	All Vested Options as on the date of incurring such Disability may be exercisable by the Option Grantee within the Exercise Period from the date of such disability, subject to approval of the Nomination and Remuneration Committee.	To be decided by the Nomination and Remuneration Committee subject to Applicable Laws
6.	Termination/ separation due to any other reason apart from those mentioned above	The Nomination and Remuneration Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	The Nomination and Remuneration Committee shall decide whether the unvested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.

H) Appraisal process for determining the eligibility of employees for the ESOS 2025:

The appraisal process for determining the eligibility of the Employee will be determined by the Nomination and Remuneration Committee based on criteria such as the designation / grade of employee, length of service period, performance record, merit of the employee, future potential contribution towards strategic growth by the Employee, continuation of employment service and/ or any criteria that may be determined by the Nomination and Remuneration Committee.

I) Maximum number of Options to be offered and issued per employee and in aggregate under ESOS 2025:

The aggregate number of Options that may be granted to identified Employees under ESOS 2025 shall be less than 1% of the paid-up equity share capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through special resolution is obtained for granting Options that are 1% or more of the paid-up equity share capital of the Company.

- J) Maximum quantum of benefits to be provided per employee under ESOS 2025:**
The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to difference between the option exercise price and the market price of the shares on the exercise date.
- K) Whether the plan is to be implemented and administered directly by the company or through a trust:**
The plan shall be implemented and administered directly by the Company through direct route, without forming or involving any Trust.
- L) Source of acquisition of Shares under the ESOS 2025:**
ESOS 2025 envisages issue of fresh / new Shares against exercise of vested Options. There will not be secondary acquisition of shares by the Company.
- M) The amount of loan to be provided for implementation of the ESOS 2025 by the Company to the trust, its tenure, utilization, repayment terms, etc:**
Not applicable. Company would not provide any loan for implementation of the Scheme.
- N) Maximum percentage of secondary acquisition:**
Not Applicable
- O) Accounting Policy:**
The Company shall follow the laws/regulations applicable to accounting related to Stock Options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.
- P) Method of Option Valuation:**
The Company will determine the fair value of the options as specified in the ESOS 2025 when the same are issued to the employees. The fair value will be recognized as employee costs over the vesting period, with a corresponding increase in equity.
- Q) Declaration:**
In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.
- R) Period of lock-in:**
The Shares issued upon exercise of options shall be in 1 (one) year lock-in period.

S) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Subject to the provisions of the then prevailing applicable laws, the Nomination and Remuneration Committee shall determine the procedure for buy-back of Options granted under the ESOS 2025 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Your Board of Director recommends the resolution for approval of the Members as a Special Resolution as set out in the item no. 3 of this Notice. Consent of the members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB&SE Regulations.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice, except to the extent of the securities that may be offered to them under ESOP Plan.

Accordingly, the Board recommends the passing of resolution set forth in Item No. 3 for the approval of the Members as Special resolution

Item No. 4 to 8

Pursuant to section 188 of the companies Act, 2013 and rules thereunder, the threshold limit for determination of material Related Party Transactions is lower of ₹121.83 Lacs (Rupees One Twenty One Lacs and Eighty Three Thousand) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an ordinary resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolutions.

All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee. Further, the transactions that require testing of arm’s length pricing are reviewed by our statutory auditors for being at arm’s length.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with related parties are as follows:

Item No. 4

Material Related Party transactions with Proex Advisors LLP

Sr. No	Description	Particulars
1	Name of the related party	Proex Advisors LLP (AAJ-8215)
2	Name of the director or key managerial personnel who is related, if any;	Mr. Ashish Jain and Mr. Yaman Saluja
3	Nature of relationship	Director's Firm (LLP)- common directors/ designated partners
4	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 15 Crores in the F.Y. 2025-26
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ul style="list-style-type: none"> 5) Rendering or availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 5) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 5) Reimbursement of expenses 5) Leasing of property 5) Any transfer of resources, services or obligations to meet its objectives/ requirements <p>However such transactions would be in the ordinary/normal course of the Company's business and at arm's length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p>
6	Any advance paid or received for the contract or arrangement, if any;	₹ 1128.76 Lacs As per industry norms customs and usages.
7	Tenure of contracts/ arrangement	F.Y. 2025-26
8	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Item No. 5**Material Related Party transactions with Proex Consulting**

Sr.No	Description	Particulars
1	Name of the related party	Proex Consulting (Proprietorship firm)
2	Name of the director or key managerial personnel who is related, if any;	Mr. Ashish Jain
3	Nature of relationship	Director's Proprietorship Firm
4	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 5 Crores in the F.Y. 2025-26.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ul style="list-style-type: none"> 4) Rendering or availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 4) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 4) Reimbursement of expenses 4) Any transfer of resources, services or obligations to meet its objectives/ requirements <p>However, such transactions would be in the ordinary/normal course of the Company's business and at arm's length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p>
6	Any advance paid or received for the contract or arrangement, if any;	Nil
7	Tenure of contracts/ arrangement	F.Y. 2025-26
8	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Item No. 6**Material Related Party transactions with RELIGO CAPITAL ADVISORS PRIVATE LIMITED**

Sr.No	Description	Particulars
1	Name of the related party	RELIGO CAPITAL ADVISORS PRIVATE LIMITED
2	Name of the director or key managerial personnel who is related, if any;	Mr. Abhishek Jain
3	Nature of relationship	Common Directors
4	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 5 Crores in the F.Y. 2025-26.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ul style="list-style-type: none"> 6) Rendering Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 6) Availing Consultancy services 6) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 6) Reimbursement of expenses 6) Leasing of property or taking property on lease 6) Any transfer of resources, services or obligations to meet its objectives/ requirements <p>However, such transactions would be in the ordinary/normal course of the Company's business and at arm's length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p>
6	Any advance paid or received for the contract or arrangement, if any;	Nil
7	Tenure of contracts/ arrangement	F.Y. 2025-26
8	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Item No. 7**Material Related Party transactions with NPBOOK SOFTWARE**

Sr.No	Description	Particulars
1	Name of the related party	NPBOOK SOFTWARE
2	Name of the director or key managerial personnel who is related, if any;	Mr. Siddharth Soni
3	Nature of relationship	Common Directors
4	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 10 Crores in the F.Y. 2025-26.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ul style="list-style-type: none"> 6) Rendering or availing Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 6) Availing Consultancy services 6) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 6) Reimbursement of expenses 6) Enter into contracts or arrangements for selling software or global rights of software developed by the company 6) Any transfer of resources, services or obligations to meet its objectives/ requirements <p>However, such transactions would be in the ordinary/normal course of the Company's business and at arm's length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p> <p>Contracts/arrangements for a duration upto 15 years with effect from FY 2023-24</p>
6	Any advance paid or received for the contract or arrangement, if any;	Nil
7	Tenure of contracts/ arrangement	F.Y. 2025-26
8	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Item No. 8**Material Related Party transactions with SANCHAL PROJECTS PRIVATE LIMITED**

Sr.No	Description	Particulars
1	Name of the related party	SANCHAL PROJECTS PRIVATE LIMITED
2	Name of the director or key managerial personnel who is related, if any;	Mr. Nirmal Jain
3	Nature of relationship	Common Directors
4	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 5 Crores in the F.Y. 2025-26.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ul style="list-style-type: none"> 5) Rendering Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 5) Purchase of Furniture and fittings and other related items 5) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 5) Take services related to Interior and Architecture 5) Any transfer of resources, services or obligations to meet its objectives/ requirements <p>However, such transactions would be in the ordinary/normal course of the Company's business and at arm's length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p>
6	Any advance paid or received for the contract or arrangement, if any;	0.27 Lacs
7	Tenure of contracts/ arrangement	F.Y. 2025-26
8	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Shareholders' approval sought for the material Related Party Transactions entered during FY 2025-26 as given in Item Nos. 4 to 8, shall be valid up to the date of next AGM.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the respective resolutions.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

The members may note that as per the provisions of the Companies Act, 2013, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolutions set out at Item Nos. 4 to 8.

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company **shall abstain from voting for this resolution.**

In view of the above, Resolution Nos. 4 to 8 are placed for approval of the Members of the Company.

Annexure I**Annexure for Item No.02**

Name of Director	Yaman Saluja (DIN: 07773205)
Date of Birth	February 20, 1990
Date of Initial Appointment	April 20, 2017
Date of Appointment (at current term)	January 12, 2021 for a period of 5 years
Educational Qualifications	Bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu
Expertise in specific functional areas - Job profile and suitability	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.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Designated Partner in M/s. Proex Advisors LLP
Memberships / Chairmanships of committees of other public companies	Membership: -1 committee of the Board
Shareholding in the Company:	He is holding 712800 (i.e. 6.65%) number of equity shares at the end of March 31, 2025.
Inter-se Relationship with other Directors	Nil

ATTENDANCE SLIP**NAAPBOOKS LIMITED**

CIN: L72900GJ2017PLC096975

Registered Office: 901, Shivarth- The Ace, Sindhu Bhavan Road,
Bodakdev, Ahmedabad, Gujarat-380054, Tel.: 079-48940505Website: www.naapbooks.com, E-mail: compliance@naapbooks.com**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 8th Annual General Meeting of Naapbooks Limited held on Tuesday, September 30, 2025 at 12.00 P.M. at 901, Shivarth The ACE, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054, India

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes:

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

PROXY FORM**NAAPBOOKS LIMITED**

CIN: L72900GJ2017PLC096975

Registered Office: 901, Shivarth- The Ace, Sindhu Bhavan Road,

Bodakdev, Ahmedabad, Gujarat-380054

Tel.: 079-48940505

Website: www.naapbooks.com, E-mail: compliance@naapbooks.com**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, as my /our proxy to attend

and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on September 30, 2025 at 12:00 P.M at 901, Shivarth The ACE, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054, India and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
Ordinary Business		
1) To receive, consider and adopt Audited Consolidated and Standalone Financial Statements for the financial year ended on March 31, 2025 and the reports of Board of Directors and Auditors thereon; - Ordinary Resolution		
2) Appointment of Mr. Yaman Saluja as a Director, liable to retire by rotation; - Ordinary Resolution		
Special Business		
3) To approve and adopt "Employees Stock Option Scheme 2025" ("ESOS-2025") - Special Resolution:		
4) To approve existing as well as new material related party transactions with Proex Advisors LLP- Ordinary Resolution		
5) To approve existing as well as new material related party transactions with Proex Consulting- Ordinary Resolution		
6) To approve existing as well as new material related party transactions with RELIGO CAPITAL ADVISORS PRIVATE LIMITED- Ordinary Resolution		

7) To approve existing as well as new material related party transactions with NPBooks Software- Ordinary Resolution			
8) To approve existing as well as new material related party transactions with SANCHAL PROJECTS PRIVATE LIMITED- Ordinary Resolution			
Signed this on September 30, 2025		Signature of Shareholder	Affix Revenue Stamp
Signature of First Proxy Holder	Signature of Second Proxy Holder	Signature of Third Proxy holder	

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**NAAPBOOKS LIMITED**

CIN: L72900GJ2017PLC096975

Registered Office: 901, Shivarth- The Ace, Sindhu Bhavan Road,
Bodakdev, Ahmedabad, Gujarat-380054

Tel.: 079-48940505

Website: www.naapbooks.com, E-mail: compliance@naapbooks.com**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, Shivarth- The Ace, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054, Gujarat, India.**BALLOT PAPER**

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

I here by 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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Ordinary Businesses

1.	To receive, consider and adopt Audited Consolidated and Standalone Financial Statements for the financial year ended on March 31, 2025 and the reports of Board of Directors and Auditors thereon; -Ordinary Resolution			
2.	Appointment of Mr. Yaman Saluja as a Director, liable to retire by rotation; -Ordinary Resolution			

Special Businesses				
3.	To approve and adopt "Employees Stock Option Scheme 2025" ("ESOS- 2025") - Special Resolution:			
4.	To approve existing as well as new material related party transactions with Proex Advisors LLP- Ordinary Resolution			
5.	To approve existing as well as new material related party transactions with Proex Consulting- Ordinary Resolution			
6.	To approve existing as well as new material related party transactions with RELIGO CAPITAL ADVISORS PRIVATE LIMITED- Ordinary Resolution			
7.	To approve existing as well as new material related party transactions with NPBooks Software- Ordinary Resolution			
8.	To approve existing as well as new material related party transactions with SANCHAL PROJECTS PRIVATE LIMITED- Ordinary Resolution			
<p>Place: Ahmedabad</p> <p>Date: September 30, 2025</p> <p style="text-align: right;">(Signature of the shareholder)</p>				

Route Map of the AGM

Address for
The AGM

Naapbooks Limited,
901, Shivarth The Ace, Sindhu Bhavan Road,
Bodakdev, Ahmedabad, Gujarat – 380054, INDIA

