

ANNUAL REPORT 2024

Naapbooks Limited

Glimpses 2024



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Awards 2024



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About This Report



Our Integrated Annual Report provides a comprehensive overview of our company's performance and progress over the past year. It includes quantitative and qualitative disclosures on material topics, such as financial performance and our relationship with our stakeholders. It also describes our strategy, leadership commitment and culture that celebrates people, performance and purpose.

The financial and statutory data disclosed in the statutory sections of this report meet the requirements of the Companies Act, 2013 (including the rules made thereunder) and the applicable SEBI Regulations.

Auditor's report

The Auditors' Report for fiscal 2024 from Purushottam Khandelwal & Co, Chartered Accountants Firm (ICAI Firm Registration Number 0123825W) contain qualified view on the consolidated and standalone financial results of the company. The Report is enclosed with the Consolidated and Standalone financial statements in this Integrated Annual Report.

The Secretarial Auditors' Report for fiscal 2024 from Mr. Nirav Soni, Proprietor of Nirav Soni & Co., Company Secretaries, does not contain any qualification, reservation or adverse remark. The Secretarial Auditors' Report is enclosed with this Integrated Annual Report.

About The Company



Naapbooks Limited is at the forefront of technological innovation, driving digital transformation in the financial services and e-governance sectors. Established with a vision to **simplify complex processes through technology**, Naapbooks has rapidly grown into a leading provider of software solutions that cater to the evolving needs of businesses and government entities alike.

As the first startup from the Gujarat ecosystem to be listed on the Bombay Stock exchange, Naapbooks has consistently demonstrated its commitment to excellence and innovation. We are proud to hold certifications such as **CMMI Level 3 and ISO 9001 and 27001**, which underscore our dedication to quality, security, and continuous improvement. These credentials reflect our meticulous approach to software development and our unwavering focus on delivering solutions that meet the highest standards of reliability and efficiency.

Our core offerings span a diverse range of services, including **enterprise resource planning (ERP) systems, financial management solutions, and cutting-edge e-governance platforms**. One of our flagship initiatives is the promotion of e-notary services, a transformative step

toward reducing paper usage and enhancing the accessibility and security of legal processes. This initiative aligns with our broader commitment to sustainability and digitalization, driving positive social and environmental impacts.

At Naapbooks, we believe in fostering strong, long-term relationships with our clients, who trust us to deliver solutions that not only meet their current needs but also anticipate future challenges. Our client base includes a wide spectrum of industries, from SMEs to large corporations, as well as various government agencies.

Looking forward, Naapbooks is poised to explore new horizons, including expanding our service offerings and entering new markets. We remain committed to leveraging our technological expertise to create value for our stakeholders and contribute to the digital future of India.

As we continue to grow and evolve, our focus remains on driving innovation, delivering exceptional value, and maintaining the trust of our investors, clients, and partners. We invite you to join us on this exciting journey as we shape the future of digital solutions in India and beyond.

For more information, visit www.naapbooks.com.

Solutions For You



Business Application

- Fintech
- E-commerce
- Compliance Tech
- Enterprise Solution



Digitalization Service

- Cloud Solution
- Legacy Migration
- Digital Workplace
- Dynamic Dashboard



Web 3.0

- NFT
- Blockchain
- Augmented Reality
- Decentralized System



Automation

- AI/ML Solution
- Manufacturing 4.0
- Connected System
- Process Automation

Project eNotary



Exchanging signed MOU with Mr. Tushar Y. Bhatt, IAS, MD GIL , In presence of Ms. Mona K. Khandhar, IAS Principal Secretary – DST, Government of Gujarat

Naapbooks Limited is proud to spearhead the revolutionary e-Notary project in collaboration with the **Government of Gujarat**. This landmark initiative aims to digitalize the traditional notary process, making it more accessible, secure, and efficient.

This partnership is a significant step towards modernizing the legal and administrative framework, enhancing efficiency, and ensuring that notarization is accessible, secure, and user-friendly.

In line with the government's vision for a **Digital Gujarat for Digital India**, the e-Notary project is set to transform the way legal documents are verified and authenticated, eliminating the need for physical presence and paper-based processes. By leveraging advanced technologies, this project will not only make notarization more efficient but also secure, transparent, and eco-friendly.

The Idea Behind e-Notary

- **Digital Transformation:** The e-Notary project is born from the need to modernize and streamline notarial services, making them faster, more transparent, and accessible from anywhere in the world.
- **Enhanced Security:** By leveraging blockchain technology and digital signatures, the project ensures the highest level of security, preventing fraud and unauthorized alterations to legal documents.
- **Accessibility:** The e-Notary platform will be available to all citizens of Gujarat, allowing them to notarize documents from the comfort of their homes or offices, reducing the need for physical presence and paperwork.
- **Environmental Impact:** This initiative is aligned with Naapbooks' commitment to sustainability, significantly reducing paper consumption and carbon footprint associated with traditional notary services.

Memorandum of Understanding (MoU)

On January 3, 2024, Naapbooks Limited entered into a Memorandum of Understanding (MoU) with the Department of Science and Technology, Government of Gujarat, at their Gandhinagar office. This MoU underscores the mutual commitment to promoting the IT/ITeS sector in Gujarat, with Naapbooks taking the lead in developing and deploying the state's first-ever digital notarization system.

- **Proposed Investment:** ₹75 Crores over the next 5 years
- **Estimated Employment Generation:** 100 jobs within 5 years
- **Year of Commencement:** 2025

This MoU signifies the state's support in obtaining necessary permissions, registrations, approvals, and clearances for Naapbooks Limited, ensuring the project's smooth execution in alignment with the applicable policies, rules, and regulations of the Government of Gujarat.




MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is entered on 03-01-2024 at the office of the Department of Science and Technology, Government of Gujarat, Gandhinagar as a part of investment promotion in recognizing the State's efforts to promote the IT /ITeS sector.

between

Naapbooks Limited

And

The Government of Gujarat

Naapbooks Limited looks forward to invest/ expanding its operations across the State of Gujarat

S.No	Project Details	Location	Proposed investment in next 5 years (in Rs.)	Estimated employment generation in next 5 years	Year of Commencement
1	A digital Notorization System	Gandhinagar	75 Cr.	100	2025

The Govt. of Gujarat would support Naapbooks Limited in obtaining necessary permissions/ registrations /approvals /clearances etc. from the concerned Departments of the State, as per applicable policies/rules and regulations of Government of Gujarat.

For, Naapbooks Limited.



(Authorised Signatory)

Mr. Ashish Jain, Director
Naapbooks Limited

For, and Behalf of Government of Gujarat



(Authorised Signatory)

Mr. Tushar Y. Bhatt, IAS
Managing Director,
Gujarat Informatics Limited,
Department of Science and Technology
Government of Gujarat

Vision and Objectives

Digitalize Notary Services: Transition from traditional, paper-based notarization to a fully digital, online platform that is accessible 24/7.



Enhance Security: Use blockchain technology and digital signatures to ensure that all documents are tamper-proof and securely stored.

Increase Accessibility: Provide citizens and businesses with the ability to notarize documents from any location, reducing the need for physical visits and wait times.



Promote Environmental Sustainability: Significantly reduce paper usage and carbon footprint associated with traditional notary processes.

Technology and Innovation

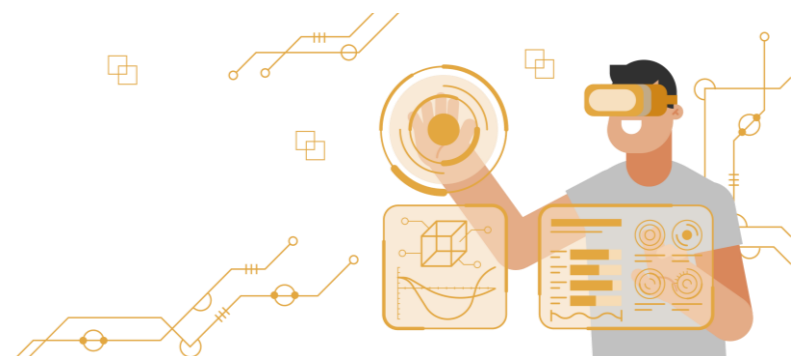
- **Blockchain:** To ensure data integrity and security.
- **Artificial Intelligence (AI):** For automated verification processes.
- **Cloud Computing:** For scalable and reliable service delivery.

These technologies will work together to create a robust platform that not only meets current needs but is also adaptable for future innovations.

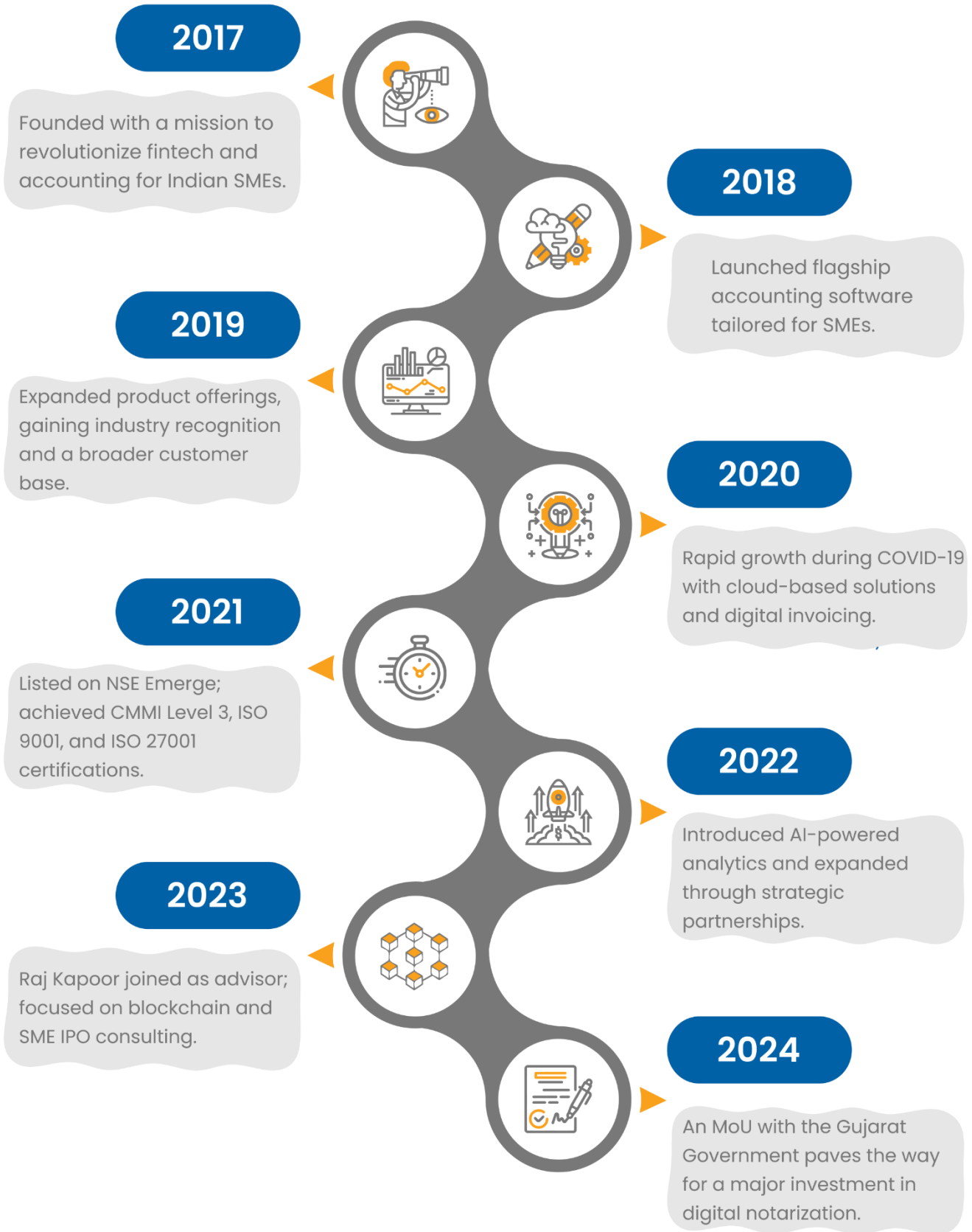
Impact and Future Prospects

The e-Notary project is expected to have a profound impact on the legal and administrative landscape of Gujarat. By making notarization more accessible, it will empower citizens and businesses alike, fostering greater legal compliance and reducing the time and costs associated with traditional notarization.

Furthermore, this project lays the foundation for similar digital transformation initiatives in other areas of public administration, positioning Gujarat as a leader in digital governance.



Journey So Far



From the Chairman's Desk



Dear Stakeholders,

As we reflect on the past year, I am filled with immense pride and gratitude for the remarkable strides Naapbooks Limited has made. **2023-24** has been a year of significant achievements, resilience, and visionary growth, all made possible by the unwavering commitment of our employees, the confidence of our shareholders, and the trust of our clients.

Financial Performance and Growth

The Company recorded total revenue from operations of **₹776.94 lacs (standalone)**, marking a substantial increase of **49.02%** from the previous year's **₹521.38 lacs**. This growth is a testament to our robust business strategies and expanding market reach. Additionally, our **Profit After Tax (PAT)** stands at **₹165.73 lacs**, a remarkable **164.32%** increase compared to **₹62.70 lacs** in the prior year. On a consolidated basis, the total revenue from operations remained at **₹776.94 lacs**, with the **Profit After Tax and Minority Interest (consolidated)** at **₹165.62 lacs**. These financial milestones underscore our commitment to delivering consistent value to our stakeholders while strategically positioning Naapbooks for future growth.



Diversifying Our Portfolio with Innovative Solutions

The past year has been transformative for Naapbooks Limited, marked by several key achievements that underscore our dedication to growth and innovation. We successfully expanded our revenue streams, including over **\$500,000** from international markets, demonstrating our growing global presence and competitiveness. We launched new projects for our clients, such as our **B2B Travel Portal** for corporates, an integrated **Offline & Online Commerce Platform**, and a sophisticated **Customer Payment Behaviour Analysis** tool, further

diversifying our portfolio and catering to evolving client needs.

Pioneering Digital Solutions with the eNotary Project

Our journey to digitize India's financial landscape took a giant leap forward with the successful MoU of the **eNotary Project** with the Government of Gujarat. This project is not just a technological advancement; it is a testament to our belief in creating digital solutions that have a tangible impact on society. Our efforts in promoting **e-notary services** align with our vision of reducing paper usage and fostering a more sustainable future, a cause we hold close to our hearts.

Expanding Our Digital Transformation Services

Our current operations continue to thrive, powered by a team that embodies innovation, agility, and a relentless drive to exceed expectations. We have expanded our portfolio of services, offering comprehensive digital solutions that cater to a wide range of industries. Our partnerships with key players in the market, coupled with our expertise in **blockchain, AI, and fintech**, have allowed us to deliver cutting-edge solutions that are both robust and scalable.

Enhancing Compliance and Security with InsiderQ

The success of our **InsiderQ system** is another feather in our cap, facilitating seamless transactions and fostering a secured digital space. This web-based **UPSI Management platform** empowers

compliance officers to centrally manage, track, and follow up on all compliances while generating comprehensive reports related to **Unpublished Price Sensitive Information (UPSI)**. By ensuring adherence to SEBI regulations and mitigating insider trading risks through a streamlined process, **InsiderQ** not only strengthens our role in promoting regulatory compliance but also reinforces our commitment to driving digital transformation across industries.

Future Roadmap and Strategic Vision

Looking ahead, Naapbooks Limited is poised to remain at the forefront of digital innovation. Our future roadmap is focused on expanding our presence both nationally and internationally, tapping into new markets, and forming strategic partnerships that will drive us to new heights.

Advancing Technological Capabilities

We are dedicated to advancing our technological capabilities, as seen in our ongoing development of the **eNotary project architecture**, which aims to revolutionize notarial processes through digitalization. Additionally, we are integrating **AI into our Vizman visitor management system** to enhance security and operational efficiency. Our new **analytical solutions for restaurants and cloud kitchens** are designed to provide deep insights and optimize performance, further expanding our expertise into emerging sectors.

Commitment to Stakeholder Value

Our commitment to delivering value to our stakeholders remains steadfast. For our employees, we will continue to foster an environment that encourages growth and development in cutting-edge technologies. For our shareholders, we are focused on enhancing shareholder value by sustaining our growth trajectory, improving operational efficiencies, and identifying innovative opportunities for revenue generation.

*Ahmedabad
September 04, 2024*

Conclusion and Gratitude

In conclusion, I would like to express my heartfelt thanks to our employees for their hard work and dedication, to our clients for their trust and partnership, and to our shareholders for their continued support. Together, we have achieved great things, and together, we will continue to push the boundaries of what is possible.

Thank you for being a part of the Naapbooks journey.

Nirmal Kumar Jain
Chairman and Director

Board of Directors



Nirmal Jain

Chairman
and Director



Ashish Jain

Executive Director
and CEO



Yaman Saluja

Whole-Time Director
and CFO



Abhishek Jain

Non-Executive
Director



Siddharth Soni

Non-Executive
Director



Sunit Shah

Independent
Director



Puja Kasera

Independent
Director

Corporate Information



BOARD OF DIRECTORS

Name	DIN	Designation
Mr. Nirmal Kumar Jain	07773203	Chairman & Director
Mr. Yaman Saluja	07773205	Whole-Time Director
Mr. Ashish Jain	07783857	Executive Director
Mr. Abhishek Jain	07773124	Non-Executive Director
Mr. Siddharth Soni	02152387	Non-Executive Director
Mr. Sunit Shah	08074335	Independent Director
Mrs. Puja Kasera	09327558	Independent Director

KEY MANAGERIAL PERSONNEL

Name	DIN/PAN	Designation
Mr. Ashish Jain	ANVPJ2446H	Chief Executive Officer (CEO)
Mr. Yaman Saluja	CNJPS0679H	Chief Financial Officer (CFO)
CS Sahul Jotaniya	AYRPJ7563Q	Company Secretary & Compliance Officer

COMMITTEES OF THE BOARD

Audit Committee

Name	DIN	Designation
Mr. Sunit Shah	08074335	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Ashish Jain	07783857	Member

Stakeholder's Grievance Committee

Name	DIN	Designation
Mrs. Puja Kasera	09327558	Chairperson
Mr. Sunit Shah	08074335	Member
Mr. Yaman Saluja	07773205	Member
Mr. Nirmal Kumar Jain	07773203	Member

Nomination & Remuneration Committee

Name	DIN	Designation
Mr. Siddharth Soni	02152387	Chairperson
Mr. Sunit Shah	08074335	Member
Mrs. Puja Kasera	09327558	Member
Mr. Abhishek Jain	07773124	Member

Statutory Auditor	Secretarial Auditor
<p>M/S. Purushottam Khandelwal & Co.</p> <p>Address:</p> <p>216, Madhupura Vyapar Bhawan, Nr. Gunj Bazar, Madhupura, Ahmedabad- 380004.</p> <p>Mail Id: casmahirao@gmail.com</p>	<p>M/S. Nirav Soni & Co.</p> <p>Address:</p> <p>D-37, Ratilal Park, Nr. Darpan Six Road, Naranpura, Ahmedabad- 380013.</p> <p>Mail Id: niravsoni003@gmail.com</p>

Registrar & Share Transfer Agent	Market Maker
<p>KFIN Technologies Private Limited</p> <p>Address:</p> <p>Selenium Tower-B, Plot No. 31- 32, Gachiboli, Nanakramguda, Serilingampally, Hyderabad, Telangana- 500032.</p> <p>SEBI Registration Number: INR000000221</p> <p>Tel No.: +91-40-6716-2222</p> <p>Mail Id.: einward.ris@kfintech.com</p> <p>Contact Person: Mr. Murali Krishna</p>	<p>Beeline Broking Limited</p> <p>Address:</p> <p>701- 702, A-wing, Samudra Complex, 7th Floor Off. C. G. Road, Nr. Girish Cold Drinks, Navrangpura, Ahmedabad- 380009, Gujarat, India</p>

*As on September 04, 2024

The State of Company's Affairs

The Company recorded total revenue from operation of **₹776.94** lacs (standalone) as compared to the previous year was **₹521.38** lacs which is increased by **49.02%** on Y-o-Y. The Profit after tax (PAT) is **₹165.73** lacs as compared to the previous year was **₹62.70** lacs which is increased by 164.32% on Y-o-Y.

Moreover, during the year under review, the company recorded total revenue from operation (consolidated) of **₹776.94** lacs and the Profit after tax and Minority interest (consolidated) is **₹165.62** lacs.

The company raised **₹28.80** million by issues of **11,50,000 (Eleven lacs fifty thousand)** equity shares having face value of ₹10 (Rupees Ten) each at a price of ₹72 (Rupees Seventy-Two) each including premium of ₹62 (Rupees Sixty-two) per shares of which **4,00,000** equity shares were issued on a preferential basis for cash consideration and **7,50,000** equity shares were issued on a preferential basis for consideration other than cash (Share Swap basis).

As we move into 2024, the progress witnessed in the past year is flourishing even more. Companies that have successfully navigated recent and ongoing challenges are leveraging their resilience to propel themselves forward. Due to its vast size, the industry remains one of the key sectors in the global economy. Its rapid expansion and the pace of change continue to position it as a central force in

shaping business standards and regulations worldwide.

The IT services market is valued at \$1,045.15 billion in the base year and is expected to grow at a CAGR of **8.38%** during the forecast period to become **\$1,665.76** billion by the next five years. Globally, the increased IT spending, coupled with the widespread adoption of software-as-a-service and increased cloud-based offerings, indicates the demand for IT services in the industry.

The rise of sophisticated IT infrastructure has led to an increase in data-related threats, such as data breaches. As a result, there is a growing need for advanced security solutions that go beyond traditional methods. This trend is becoming more prevalent in the market, prompting companies to allocate resources toward improving their advanced security offerings. Emerging technologies like 5G, Blockchain, Augmented Reality (AR), and Artificial Intelligence (AI) are poised to significantly influence the IT services landscape.

The advent of 5G technology, in particular, is expected to enable companies to establish dedicated networks on their premises, enhancing connectivity and operational efficiency. Furthermore, various risk factors can impact your company. A comprehensive analysis of these risks can be found in the Management Discussion and Analysis Report, which is included as [Annexure-V](#) in the Board Report.

Board's Report

To,
The Stakeholders of
Naapbooks Limited

The Board of Directors is pleased to present the company's 7th Annual Report, accompanied by the Audited Financial Statements for the fiscal year ending March 31, 2024.

FINANCIAL HIGHLIGHTS

Below is a comprehensive summary of the Company's financial performance for the fiscal year ending March 31, 2024. This overview includes detailed insights into both Consolidated and Standalone results, providing a clear picture of the Company's financial health and operational outcomes over the past year:

(₹in Lakhs)

PARTICULARS	CONSOLIDATED		STANDALONE
	YEAR ENDED 31/03/2024	YEAR ENDED 31/03/2024	YEAR ENDED 31/03/2023
I. Net Sales/Income from Operations	776.94	776.94	521.38
II. Other Income	1.38	1.38	5.76
III. Total Income (I+II)	778.32	778.32	527.14
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	284.30	284.43	140.86
V. Finance Cost	15.18	15.18	6.77
VI. Depreciation and Amortization Expense	48.50	48.50	47.33
VII. Profit Before Tax (IV-V-VI)	220.62	220.75	86.76
VIII. Tax Expense:			
i Current Tax Expense	56.03	56.02	22.37
ii MAT Credit	0	0	0
iii MAT Credit Relating to prior years	0	0	0
iv Tax Expense Relating to prior years	-0.10	-0.10	1.12
v Deferred Tax (Asset)/Liabilities	-0.90	-0.90	0.57
IX. Profit After Tax before Minority Interest(VII-VIII)	165.59	165.73	62.70
X. Minority Interest	-0.03	0	0
XI. Profit for the year after tax and Minority Interest (IX-X)	165.62	165.73	62.70

The Company reports both consolidated and standalone financial results every six months, with these results undergoing a limited review. Additionally, it publishes audited financial results annually.

The consolidated and standalone financial results for the half-year and full-year ending on March 31, 2024, are available on the Company's website. You can access the detailed report at [this link](#).

COMPANY'S PERFORMANCE

During the Year under review, the Company recorded total revenue from operation (standalone) of ₹776.94 lacs as compared to the previous year was ₹521.38 lacs which is increased by 49.02 % on Y-o-Y. The Profit after tax (standalone) is ₹165.73 lacs as compared to the previous year was ₹62.70 lacs which is increased by 164.32% on Y-o-Y.

Moreover, during the year under review, the company recorded total revenue from operation (consolidated) of ₹776.94 lacs and the Profit after tax and Minority interest (consolidated) is ₹165.62 lacs.

TRANSFER TO RESERVES

The Company has not transferred any amount to the General Reserve and the same is retained in the Profit and loss account.

DIVIDEND

The Board of Directors of the company have not recommended any interim or final dividend for the financial year 2023-24.

QUALITY INITIATIVES

The Company continues to strengthen its commitment to the highest levels of quality, superior customer experience, best-in-class service management, robust information security and privacy practices and mature business continuity management.

NBL has successfully achieved Maturity Level 3 in standard CMMI appraisal method for process improvement ver 2.0. NBL has successfully completed the annual ISO surveillance audit and has been recommended for continuation of its enterprise-wide certification.

NBL's enterprise ISO certification scope includes conformance to the following globally recognized standards: ISO 9001:2015 (Quality Management System) and ISO 27001:2022 (Information Security Management).

COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

DEBT

The Company has availed “Bank overdraft (OD)” facility from YES Bank Ltd. amounting of ₹150.00 lacs. At the end of March, 2024, the total outstanding debt amount is ₹126.69 lacs.

The company has taken Un-secured loan from related parties during the year under review. The total outstanding amount of Un-secured loan taken from related parties is ₹14.42 lacs.

The company has taken a “Car Loan” from Bank of India during in the F.Y 2021-22 amounting of ₹9.40 lacs. At the end of March, 2024, the outstanding car loan amount is ₹5.40 lacs.

In addition to above, the company has taken Un-secured business loan from Kotak Mahindra bank amounting of ₹ 20.00 lacs and Hero Fincorp Limited amounting of ₹ 20.21 lacs. The total outstanding amount of Un-secured loan taken from Kotak Mahindra bank is ₹17.56 lacs and from Hero Fincorp Limited is ₹ 17.52 lacs.

CAPITAL STRUCTURE

During the F.Y 2023-24 and current financial year, the company’s authorized and paid up capital changed as below:

1. Authorized Share Capital

The Authorized share capital of the company is increased on April 06, 2024 from ₹3,20,00,000/- (Three crore twenty lacs) divided into 32,00,000 (Thirty Two lacs) equity shares of ₹10/- (Rupees ten) each to ₹ 10,00,00,000/- (Rupees Ten crore) divided into 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees ten) each.

2. Paid-up Share Capital

The Paid-up share capital is increased from ₹1,95,66,000/- (Rupees One crore ninety five lacs sixty-six thousand) divided into 19,56,600 (Nineteen lacs fifty-six thousand six hundred) each of ₹10/- (Rupees ten) to ₹9,01,98,000/- (Rupees Nine crore One lacs Ninety Eight Thousand) divided into 90,19,800 (Ninety lacs Nineteen thousand Eight hundred) each of ₹ 10/- (Rupees ten).

INITIAL PUBLIC OFFER (IPO)

In the FY 2021-22, your company came up with Initial Public issue of 5,39,200 (five lacs thirty-nine lacs two hundred) equity shares of ₹10/- (Rupees ten) each for cash at a price of ₹ 74/- (Seventy- four) per equity shares aggregating ₹3,99,00,800/- (Rupees Three crore ninety-nine lacs and eight hundred). The Company has been listed on BSE Start up SME platform on 15th September, 2021.

UTILISATION OF IPO PROCEEDS

The Company raised funds of ₹399.01 Lakhs through Initial Public Offering (IPO). The gross proceeds of IPO have been fully utilized till the end of 31st March, 2022 in the manner as proposed in the Offer Document, the details of which are here under:

(₹in lakhs)

Sr. No	Original Object	Original Allocation	Funds Utilized
1.	Funding the working capital requirements of the company	200.00	200.00
2.	Funding purchases of equipment	50.00	50.00
3.	Marketing initiatives	40.00	40.00
4.	General Corporate Purposes	79.01	79.01
5.	Issue related expenses	30.00	30.00
	Total	399.01	399.01

Further, there is no deviation/ variation in the utilization of the gross proceeds.

PREFERENTIAL ISSUE OF EQUITY SHARES

In March and April, 2023, the Company has issued, offered and allotted 11,50,000 (Eleven Lacs fifty thousand) equity shares of face value of ₹10/- (Rupees Ten) each at a price of ₹72/- (Rupees Seventy Two) per equity share including premium of ₹62/- (Rupees Sixty Two) each, on a preferential basis ('Preferential Issue'), out of which 4,00,000 (Four Lacs) equity shares were to be issued for cash and 7,50,000 (Seven Lacs Fifty Thousands) equity shares were issued to M/s. Proex Advisors LLP for consideration other than cash (being swap of 50% contribution of Proex Advisors LLP) towards the payment of the Purchase Consideration payable by Proex Advisors And, remaining 10,50,000 (Ten lacs fifty thousand) equity shares of face value of

LLP to the company, for the acquisition of Purchase Shares, in accordance with provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

Moreover, Out of total issue size of 11,50,000 (Eleven Lacs fifty thousand) equity shares of face value of ₹10/- (Rupees Ten) each, the company has allotted 1,00,000 (One lacs) equity shares of face value of ₹10/- (Rupees Ten) each at a price of ₹72/- (Rupees Seventy Two) per equity share including premium of ₹62/- (Rupees Sixty Two) each on a preferential basis on 31st March, 2023 to Person other than promoter and promoter group i.e. Public category shareholders for cash consideration.

₹10/- (Rupees Ten) each were issued or allotted on 05th April, 2023, of which

7,50,000 (seven lacs fifty thousand) equity shares of face value of ₹10/- (Rupees Ten) each at a price of ₹72/- (Rupees Seventy Two only) per equity share including premium of ₹62/- (Rupees Sixty Two) each, were issued or allotted on a preferential basis to M/s. Proex Advisors LLP, a Director's firm i.e. Promoter Group category for consideration other than cash (Share Swap basis) and 3,00,000 (Three lacs)

UTILISATION OF PREFERENTIAL ISSUE PROCEEDS

The company has made a preferential issue of 11,50,000 (Eleven lacs fifty thousand) equity shares of face value of ₹10/- (Rupees Ten) each at a price of ₹72/- (Rupees Seventy Two) per equity share including premium of ₹62 each, on a preferential basis ('Preferential Issue'), out of which 4,00,000 (Four lacs) equity shares were issued for cash and 7,50,000 (Seven lacs fifty thousands) equity shares were issued for consideration other than cash (share swap).

The object of the preferential issue for cash consideration is to finance working capital requirement of the Company and the object of the preferential issue for consideration other than cash is to allot

The total proceeds from preferential issue received in March and April, 2023 amounting to ₹2,88,00,000/- (Rupees Two Crores Eighty Eight Lacs) was fully utilized till the end of the half year i.e. 30th September, 2023. The Company has filed

equity shares of face value of ₹10/- (Rupees Ten) each at a price of ₹72/- (Rupees Seventy Two only) per equity share including premium of ₹62/- (Rupees Sixty Two) each, were issued or allotted on a preferential basis to a corporate entity i.e. a Public Limited company belong to Public category i.e. person other than promoter and promoter group for cash consideration.

Subscription Shares to Proex Advisors LLP to discharge the total consideration of ₹5,40,00,128/- payable by the Company for the acquisition of 50% contribution of Proex Advisors LLP.

The Company has allotted 1,00,000 (One lacs) equity shares out of 11,50,000 (Eleven lacs fifty thousand) equity shares on 31st March, 2023 and raised ₹72,00,000/- (Rupees Seventy two lacs) out of total cash consideration of ₹2,88,00,000 /- (Rupees Two crores eighty eight lacs).

Moreover, 7,50,000 number of equity shares were allotted for consideration other than cash (Share Swap basis). Hence, the company didn't receive any amount from the said allotment.

Statement of Deviation(s) or Variation(s) under Regulation 32(8) of SEBI (LODR) Regulation, 2015 for the half year ended on September, 2023 on 06th October, 2023 as below:

(₹in lakhs)

Sr. No	Original Object	Original Allocation	Funds Utilized
1.	Funding the working capital requirements of the company	₹288.00	₹288.00
2.	To Acquire 50% stake in Proex Advisors LLP	0.00	0.00
	Total	₹288.00	₹288.00

Further, there is no deviation/ variation in the utilization of the gross proceeds.

Out of total cash consideration amount of ₹2,88,00,000/- (Rupees Two crores eighty-eight lacs), ₹72,00,000 (Rupees Seventy two lacs) were received on 31st March, 2023. Remaining issue proceeds i.e. ₹2,16,00,000/- (Rupees two crore sixteen lacs) were received during the year under review i.e. on 05th April, 2023. The Company will disclose the utilization amount in the Statement of Deviation(s) or Variation(s) under Regulation 32(8) of SEBI (LODR) Regulation, 2015 require to file for the half year ended on 30th September, 2023 in due course.

BONUS ISSUE OF EQUITY SHARES

The Board of directors of the company in their board meeting held on 07th March, 2024, considered and recommended the issue of Bonus Shares in the ratio of 2:1 i.e. 2 (Two) new Bonus equity share of ₹10/- each for every 1 (One) existing equity share of ₹10/- each fully paid-up held by the Members of the Company as on the Record Date (will be declared in due course), subject to approval of the Members of the Company. Thus, by issue of Bonus equity shares, Board of Directors

of the company had proposed to capitalize sum not exceeding **₹6,01,32,000/- (Rupees Six Crores One Lacs Thirty-Two Thousand)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary, available as on the date of the Board meeting of the company.

The company has issued 60,13,200 number of new equity shares as a Bonus, having face value of ₹10/- (Rupees Ten) each. Due to issue and allotment of Bonus equity shares, the company's paid up capital was increased from ₹1,95,66,000/- (Rupees One crore ninety five lacs sixty-six thousand) divided into 19,56,600 (Nineteen lacs fifty-six thousand six hundred) each of ₹10/- (Rupees ten) to ₹9,01,98,000/- (Rupees Nine crore One lacs Ninety Eight Thousand) divided into 90,19,800 (Ninety lacs Nineteen thousand Eight hundred) each of ₹10/- (Rupees ten).

The Company has taken approval of shareholders by calling an Extra-

Ordinary General meeting on 06th April, 2024 for issue of 60,13,200 no. of equity shares as a bonus to the shareholders whose name were registered in the register of members as on 19th April, 2024 (i.e. Record date).

The Company has obtained various statutory approvals from BSE as required. These include In-principle approval on April 9, 2024, Listing approval on April 25, 2024, and Trading approval on May 3, 2024. Additionally, the Company has filed the Return of Allotment with the ROC.

SUBSIDIARIES/HOLDINGS OF THE COMPANY

Your Company has incorporated a subsidiary company during the year under review as under:

Sr. No.	Name of Subsidiary Company	Date of Incorporation	% Stake	Country
1.	CAFE BLOCKCHAIN PRIVATE LIMITED (CIN:U62091GJ2023PTC140857)	06 th May, 2023	Holding 75% i.e 7,500 equity shares in the name of the company	India

This strategic decision aligns with our long-term growth objectives and expands our reach into new markets while diversifying our operations.

The establishment of CAFE BLOCKCHAIN PRIVATE LIMITED allows your company to pursue additional business opportunities, leverage synergies, and enhance our overall competitive position in the industry.

By incorporating subsidiary company, we aim to capitalize on emerging market trends, extend our product/service offerings, and explore new avenues for revenue generation. Your company’s primary focus will be to maximize shareholder value while maintaining a strong commitment to sustainable and responsible business practices.

The company provided the necessary disclosure to the BSE Stock Exchange on May 9, 2023, in compliance with Regulation 30 of the SEBI (LODR) Regulation, 2015, regarding the incorporation of the mentioned subsidiary company.

ASSOCIATES/JOINT VENTURES OF THE COMPANY

The Company have two associate entities as below:

Sr. No.	Name of Associate Entity	Date of Stake acquired	% Stake	Country
1.	Ndear Technologies Private Limited (CIN: U72900GJ2019PTC106922)	05 th March, 2019	Holding 30% i.e 3,000 equity shares in the name of the company	India
2.	Proex Advisors LLP (LLPIN: AAJ-8215)	05 th April, 2023	Holding 50% stake in the name of the company	India

Pursuant to Provision of 129(3) read with rule 5 of Companies (Accounts) Rules, 2014, Form AOC-1 (Statement containing salient features of the Financial Statement of Associate is attached as an [ANNEXURE- I](#))

DEPOSITS

During the year under review, the Company has not accepted any deposits from the shareholders and public within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The company has established a well-defined process of risk management, wherein the identification, analysis and

assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though, the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the company. The required internal control systems are also put in place by the company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

The Board of Directors has drafted a Risk Management Policy, which can be accessed on the company's website at [Risk Management Policy](#).



PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Integrated Annual Report.

DIVIDEND DISTRIBUTION POLICY

For detailed information regarding our dividend distribution policy, please visit our company website. You can access the policy document directly through the following link: [Dividend Distribution Policy](#).

BRANCH OFFICE

At the Board of Directors meeting on July 21, 2023, a proposal was approved to open a new branch office at Million Minds Tech City, a Special Economic Zone (SEZ) located behind Nirma University on S.G Highway in Gota, Ahmedabad, Gujarat, India.

However, due to unavoidable reasons and circumstances, the opening of this new branch office has been delayed. As of the date of this report, the company does not have any branch offices.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there was no change in the composition of the Board of Directors and the Management team of the company.

As of March 31, 2024, the Company had seven (7) Directors, including three Executive Directors and four Non-Executive Directors, two of whom are Independent Directors. Additionally, the Board includes one woman director.

In the previous financial year, 2022-23, on May 25, 2022, the Board appointed Mr. Siddharth Soni (DIN: 02152387) as an Additional Director (Non-Executive). His appointment was subsequently regularized by the Members of the company during the 5th Annual General Meeting held on September 28, 2022, under specified terms and conditions.

Moreover, in the previous financial year, 2022-23, Ms. Niharika Shah resigned from her position as "Company Secretary and Compliance Officer" effective May 19, 2022. On May 25, 2022, the Board appointed Mr. Sahul Jotaniya as the new "Company Secretary and Compliance Officer," with his appointment taking effect from June 1, 2022.

CONSTITUTION OF BOARD

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations

None of the Directors of Board is a “Member” of more than 10 (ten) board committees or “Chairman” of more than 5 (five) board committees across all the public companies in which they are a “Director”. The necessary disclosures regarding Committee positions have been made by all the Directors

Below table shows the composition of board of the company:

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Directorship ¹	No. of Committee ²		No. of Shares held as on March 31, 2024
					in which Director or is Chairperson	in which Director or is Member	
Mr. Nirmal Kumar Jain	Chairman & Director	October 07, 2017	January 12, 2021	2	0	1	2,00,768 Equity Shares
Mr. Yaman Saluja	Whole-Time Director & CFO	April 20, 2017	January 12, 2021	2	0	1	2,37,600 Equity Shares
Mr. Ashish Jain	Director & CEO	April 20, 2017	January 12, 2021	1	0	1	4,00,128 Equity Shares
Mr. Abhishek Jain	Non-Executive Director	April 20, 2017	April 20, 2017	3	0	1	2,42,960 Equity Shares
Mr. Siddharth Soni	Non-Executive Director	May 25, 2022	May 25, 2022	3	1	0	Nil
Mr. Sunit Shah	Independent Director	September 13, 2021	September 13, 2021	1	1	2	Nil
Mrs. Puja Kasera	Independent Director	September 13, 2021	September 13, 2021	4	1	4	Nil

***Data as on September 04, 2024**

¹Excluding LLPs, Section 8 Company & Struck Off Companies.

²Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder’s Relationship Committee across all Public Companies.



ATTENDANCE OF BOARD MEMBERS IN BOARD MEETING

In the year under review, a total of seven (8) board meetings were held. The attendance details for each Director at these Board Meetings and the Annual General Meeting during the financial year 2023-24 are provided below:

Name of Director	Mr. Nirmal Kumar Jain	Mr. Yaman Saluja	Mr. Ashish Jain	Mr. Abhishek Jain	Mr. Siddharth Soni	Mr. Sunit Shah	Mrs. Puja Kasera
Number of Board Meeting held	8	8	8	8	8	8	8
Number of Board Meetings Eligible to attend	8	8	8	8	8	8	8
Number of Board Meeting attended	8	8	8	8	2	7	5
Presence at the previous 06 th AGM of F.Y. 2022-23 held on 23/09/2023	Yes	Yes	Yes	Yes	Yes	Yes	No

None of the Company's Directors serve as a "Whole-Time Director" in any other listed company, nor do they hold the position of an "Independent Director" in more than three listed companies.

Additionally, none of the Company's Directors hold a "Director" position in more than eight listed entities, nor do they serve as an "Independent Director" in more than seven listed entities.

GENERAL MEETINGS

During the year under review, one General Meeting was held. The details are as follows:

Sr. No.	Type of General Meeting	Date of General Meeting
1.	06th Annual General Meeting	September 23, 2023

INFORMATION ON DIRECTORATE AND KEY MANAGERIAL PERSONNEL (KMP)

In compliance with Section 152 and other relevant provisions of the Companies Act, 2013, along with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactments in effect), Mr. Yaman Saluja, as a whole-time director, is subject to retirement by rotation at the upcoming Annual General Meeting. He is eligible and has offered himself for re-appointment.

Below is the list of Key Managerial Personnel (KMP) of the company for the year:

Name	DIN/PAN	Designation
Mr. Ashish Jain	ANVPJ2446H	Chief Executive Officer (CEO)
Mr. Yaman Saluja	CNJPS0679H	Chief Financial Officer (CFO)
CS Sahul Jotaniya	AYRPJ7563Q	Company Secretary & Compliance Officer

PERFORMANCE EVALUATION OF THE BOARD

The Board of Directors has carried out an annual evaluation of its own performance, performance of its committees and the individual directors pursuant to the provisions of the Act.

The performance of all the directors was evaluated by the board after seeking

inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

In a separate meeting of Independent directors, performance of non-Independent directors, performance of the board as a whole and performance of the chairman of the company was evaluated, considering the views of executive directors and non-executive directors.

The Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Directors being evaluated. The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the chairman was also evaluated on the key aspects of his role.



At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

- a) In preparation of Annual Accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and that no material departures have been made from the same; The directors have selected such accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for that year;
- b) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- c) The directors have prepared the Annual Accounts for the year ended March 31, 2024 on going concern basis;

- d) The directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial controls are adequate and were operating effectively; and
- e) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD COMMITTEES

The Board of Directors in line with the requirement of the act has formed various committees, details of which are given hereunder:

1) AUDIT COMMITTEE

In their meeting on February 22, 2021, the Board of Directors formed the Audit Committee in accordance with Section 177 of the Companies Act, 2013. The detailed terms of reference for the committee are outlined in Section 177(8) of the Companies Act, 2013. The Board has consistently accepted the Audit Committee's recommendations as presented. During the year under review, due to changes in the composition of the Board, the Audit Committee was reconstituted in the board meeting held on August 29, 2022, as follows:

Re-constitution of the Audit Committee in the Board Meeting held on August 29, 2022:

Name	DIN	Designation
Mr Sunit Shah	08074335	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Nirmal Kumar Jain	07773203	Member
Mr. Abhishek Jain	07773124	Member

Additionally, because the committee members were occupied with other tasks, the board decided to reconstitute the Audit Committee during their meeting on November 14, 2022, as follows:

Present Composition of the Audit Committee

Name	DIN	Designation
Mr. Sunit Shah	08074335	Chairperson
Mrs. Pujja Kasera	09327558	Member
Mr. Ashish Jain	07783857	Member

The Audit Committee convened three times during the financial year 2023-24, specifically on May 30, 2023, August 25, 2023, and November 14, 2023. The following table provides information on the composition of the Audit Committee and the attendance of its members at these meetings:

Name of the committee member	Category	Designation	Number of meetings during the Financial Year 2023-24		
			Held	Eligible to attend	Attended
Mr. Sunit Shah	Independent Director	Chairperson	3	3	3
Mrs. Pujja Kasera	Independent Director	Member	3	3	2
Mr. Ashish Jain ³	Director & CEO	Member	3	3	3

The Statutory Auditor of the Company was invited to the committee meetings whenever their presence was deemed necessary to provide insights and clarity on financial matters. Their expertise and independent perspective were considered invaluable for the committee's deliberations and decision-making processes. In addition, the Company Secretary of the company served as the secretary for the Audit Committee. In this capacity, the Company Secretary was responsible for ensuring that the committee's activities complied with legal and regulatory requirements, maintaining accurate records of the meetings, and providing

administrative support to facilitate the smooth functioning of the committee.

VIGIL MECHANISM

The Company has established a robust vigil mechanism and has accordingly framed a comprehensive Whistle Blower Policy. This policy is designed to empower employees to report instances of unethical behavior, actual or suspected fraud, or any violations of the Company's Code of Conduct directly to the management. Moreover, the mechanism adopted by the Company is structured to encourage whistle Blowers to report genuine concerns or grievances. It includes provisions for adequate safeguards to protect whistle Blowers



from any form of victimization. This means that employees who use the whistle Blower mechanism can do so without fear of retaliation or adverse consequences. In exceptional cases, the policy allows for direct access to the Chairman of the Audit Committee, ensuring that serious concerns are addressed at the highest level. The Audit Committee reviews the functioning of the vigil mechanism periodically to ensure its effectiveness and integrity. Importantly, no whistle Blower has ever been denied access to the Audit Committee of the Board, demonstrating the Company's commitment to transparency and accountability. The Whistle Blower Policy is accessible to all employees and is available on the Company's website at www.naapbooks.com.

This availability ensures that all employees are aware of the policy and can easily reference it when needed.

The link to the policy is here: [Whistle Blower Policy](#).

2) STAKEHOLDER'S GRIEVANCE COMMITTEE

The Board of Directors in their meeting held on February 22, 2021 had formed Stakeholder's Grievance Committee.

The Stakeholder Grievance Committee has been constituted as per Section 178(5) Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is entrusted with the responsibility of addressing the Shareholders/Investors complaints with respect to transfer of shares, transmission, issue of duplicate share certificates, splitting and consolidation of shares, Non-receipt of Share Certificates, Annual Report, Dividend etc.

During the year under review, due to pre-occupancy of the committee members in other assignments, the board have in their meeting held on November 14, 2022 reconstituted the composition of the Stakeholder Grievance Committee as below:

Present Composition of the Stakeholder Grievance Committee

Name	DIN	Designation
Mrs. Pujja Kasera	09327558	Chairperson
Mr. Sunit Shah	08074335	Member
Mr. Nirmal Kumar Jain	07773203	Member
Mr. Yaman Saluja	07773205	Member

In the fiscal year 2023-24, the Stakeholder's Grievance Committee convened once, specifically on January 27, 2024. The following section outlines the Committee's composition and provides details on the attendance of its members at this meeting:

Name of the committee member	Category	Designation	Number of meetings during the Financial Year 2023-24		
			Held	Eligible to attend	Attended
Mrs. Puja Kasera	Independent Director	Chairperson	1	1	1
Mr. Sunit Shah	Independent Director	Member	1	1	1
Mr. Yaman Saluja	Whole-Time Director & CFO	Member	1	1	1
Mr. Nirmal Kumar Jain	Chairman & Director	Member	1	1	1

During the year under review, the Company received a single complaint from a shareholder. This complaint was promptly addressed and successfully resolved within one week.

3) NOMINATION AND REMUNERATION COMMITTEE

On February 22, 2021, the Board of Directors convened a meeting in which they established a Nomination and Remuneration Committee in accordance with the provisions outlined in Section 178(1) of the Companies Act, 2013. This committee operates under the detailed terms of reference specified in Section 178 of the Companies Act, 2013. In line with the recommendations of the Nomination and Remuneration Committee, the Board has developed a comprehensive policy for the selection and appointment of Directors and Senior Management, as well as for their remuneration. This policy is designed to ensure transparency and alignment with best practices. The company has also made available on its website an extensive program aimed at familiarizing Independent Directors with various aspects of the organization. This program covers the company’s roles, rights, and responsibilities, the nature of

the industry in which the company operates, the business model of the company, and other related matters.

During the Previous fiscal year under review, there was a change in the composition of the Board of the company. Consequently, the Nomination and Remuneration Committee was reconstituted during the Board meeting held on August 29, 2022. The updated composition of the Committee is as follows:

Reconstitution of the Nomination & Remuneration Committee in the Board meeting held on August 29, 2022:

Name	DIN	Designation
Mr. Sunit Shah	08074335	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Ashish Jain	07783857	Member
Mr. Siddharth Soni	02152387	Member

In furtherance, due to pre-occupancy of the committee members in other



assignments, the Board have in their meeting held on November 14, 2022, reconstituted the composition of the Nomination and Remuneration committee as below:

Present Composition of the Nomination & Remuneration Committee

Name	DIN	Designation
Mr. Siddharth Soni	02152387	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Sunit Shah	08074335	Member
Mr. Abhishek Jain	07773124	Member

The Nomination and Remuneration Committee convened three times during the 2023-24 financial year. These meetings took place on August 25, 2023, March 7, 2024, and March 23, 2024.

The composition of the Committee and the details of meetings attended during the year under review by members

Name of the committee member	Category	Designation	Number of meetings during the Financial Year 2023-24		
			Held	Eligible to attend	Attended
Mr. Siddharth Soni	Non-Executive Director	Chairperson	3	3	2
Mr. Sunit Shah	Independent Director	Member	3	3	3
Mrs. Puja Kasera	Independent Director	Member	3	3	2
Mr. Abhishek Jain	Non-Executive Director	Member	3	3	3

Nomination and Remuneration Policy

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in a competitive market, and to harmonize the aspirations. The Nomination and Remuneration Policy was initially approved by the Board of Directors during their meeting on February 22, 2021. Since then, the policy

of human resources consistent with the goals of the Company. The company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel.

has undergone several amendments to meet evolving requirements. The latest version of the amended policy can be accessed on the company's website

here: [Nomination and Remuneration Policy](#).

RELATED PARTY TRANSACTIONS

According to Section 188 of the Companies Act, 2013, any Related Party Transactions (RPTs) that are not conducted in the ordinary course of business or are not at arm's length prices must receive prior approval from the Board of Directors. However, during the financial year, all Related Party Transactions entered into by your company were conducted on an arm's length basis and fell within the ordinary course of business.

Additionally, in compliance with Section 134(3)(h) of the Companies Act, 2013, a disclosure of the related party transactions carried out during the financial year 2023-24 is provided in [Form AOC-2](#), which is attached as **ANNEXURE-II**.

The Board of the Company has established a Policy and Procedure concerning Related Party Transactions. This policy outlines the procedures for determining the materiality of Related Party Transactions and the protocols for handling them, ensuring that the Company complies with applicable laws and regulations.

The mentioned policy can be accessed on the Company's website. For your convenience, here is the direct link: [Related Party Transaction Policy](#).

SECRETARIAL STANDARDS OF ICSI

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial

Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.

PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

As per Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company shall disclose in the Board Report:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;
- b) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;
- c) the percentage increase in the median remuneration of employees in the financial year;
- d) the number of permanent employees on the rolls of company;
- e) average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for

increase in the managerial remuneration;

- f) affirmation that the remuneration is as per the remuneration policy of the company.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write an [Email: compliance@naapbooks.com](mailto:compliance@naapbooks.com) to the company secretary in this regard.

Pursuant to provision of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [Statement of Disclosure of Remuneration](#) is attached as an **Annexure – III**.

MATERIAL CHANGES AND COMMITMENT

Preferential Issue: In March and April 2023, the company undertook a preferential issue (private placement) involving 11,50,000 (Eleven lacs fifty thousand) equity shares, each with a

nominal value of ₹10 (Rupees Ten). Out of these, 750,000 equity shares were issued and allotted to Ms. Proex Advisors LLP, a firm associated with the company's directors and categorized under the promoter group. This allotment was made through a share swap arrangement for acquiring a 50% stake in the LLP, rather than for cash consideration.

The remaining 400,000 equity shares were issued and allotted to public category shareholders (individuals not part of the promoter or promoter group) for cash at a price of ₹72 (Rupees seventy-two) per share, totaling ₹2,88,00,000 (Rupees two crore eighty - eight lacs). The company received approval from the Bombay Stock Exchange (BSE) for the listing of these 11,50,000 equity shares on the BSE SME platform on May 15, 2023, and trading approval on June 1, 2023.

As a result, during the financial year under review, the listed equity share capital of the company increased from 18,56,600 equity shares to 30,06,600 equity shares.

SIGNIFICANT AND MATERIAL ORDERS

There are no ongoing legal proceedings against the company, its promoters, or its directors. Additionally, the company has not initiated any legal action against any third party.

MATERIAL CONTRACTS AND ARRANGEMENTS

MOU with Key Organizations:

- **MOU with Government of Gujarat:**

On January 3, 2024, the company entered into a Memorandum of Understanding (MOU) with the Department of Science and Technology of the Government of Gujarat. This collaboration focuses on the development of a ground breaking project known as the "Digital Notarization System." For more detailed information, please visit the official document [here](#):

MOU with MSME Promotional Council, New Delhi: The company also established a significant MOU with the MSME Promotion Council, New Delhi on June 13, 2023. This agreement aims to foster mutual cooperation and support for various initiatives. Additional details can be found in the official announcement [here](#).

Share Purchase Agreement: On June 22, 2023, the Company executed a "Shareholder Agreement" with Mysa Technology Private Limited. However, on January 2, 2024, the Company informed the Stock Exchange that this agreement had been terminated. The reason provided was that Mysa Technology Private Limited was not issuing and allotting new equity shares to Naapbooks Limited.

Instead, the existing Promoter and Director decided to divide his stake and transfer equity shares to Naapbooks Limited. It was also stated that a new agreement would be executed with the concerned parties, and required disclosures would be made in due course. Subsequently, on February 6, 2024, the

Company entered into a "Share Purchase Agreement" with Mysa Technology Private Limited. According to this agreement, the Company will acquire 6.5% of the post-acquisition equity shares, which amounts to 81 shares of Mysa Technology Private Limited.

On February 26, 2024, the Company received the share certificate no. 05 bearing 81 equity shares, numbered from 0919 to 0999, each with a face value of ₹100 (Rupees Hundred) each.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Sexual harassment of women in the workplace is a critical and pervasive problem that can profoundly affect both individuals and organizations. It encompasses a range of behaviors, including unwanted sexual advances, comments, gestures, or any other form of unwelcome conduct of a sexual nature. These actions contribute to creating a work environment that is hostile, intimidating, or offensive. Understanding the gravity of this issue is essential for fostering a safe and respectful workplace. Here are some key points to consider regarding sexual harassment in the workplace:

Definition of sexual harassment: Sexual harassment can be broadly defined as unwelcome sexual advances, requests for sexual favors, or any other verbal or physical conduct of a sexual nature that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment.

Types of sexual harassment: Sexual harassment can occur in various forms, including but not limited to:

- **Quid pro quo harassment:** This occurs when employment benefits or opportunities are made conditional upon the victim's acceptance of unwelcome sexual advances or demands.
 - **Hostile work environment:** This refers to an environment where unwelcome sexual conduct, comments, or behaviour create an intimidating, hostile, or offensive atmosphere that interferes with work performance.
 - **Verbal harassment:** This includes unwelcome comments, jokes, or derogatory remarks of a sexual nature.
 - **Physical harassment:** Involves unwanted physical contact, such as touching, groping, or assault.
 - **Visual harassment:** Involves displaying sexually suggestive images, posters, or emails.
 - **Non-verbal harassment:** Includes leering, whistling, or making inappropriate gestures.
1. **Legal protections:** Many countries have laws and regulations in place to protect individuals from sexual harassment in the workplace. These laws typically define sexual harassment, outline reporting procedures, and provide remedies for victims. It's important to familiarize oneself with the specific laws and regulations applicable in your jurisdiction.
 2. **Reporting and prevention:** It is crucial for organizations to establish clear policies and procedures for reporting and addressing instances of sexual harassment. Employers should create a safe environment where victims feel comfortable coming forward, provide appropriate training for employees, and take prompt action to investigate and address any complaints.
 3. **Support for victims:** Organizations should offer support to victims of sexual harassment, which may include counselling services, legal assistance, and protection against retaliation. It is important to prioritize the well-being and rights of victims throughout the entire process.
 4. **Awareness and education:** Promoting awareness and providing education on sexual harassment is vital in preventing such incidents. Training programs should be conducted regularly to educate employees about what constitutes sexual harassment, its impact, reporting procedures, and the importance of fostering a respectful and inclusive workplace culture.
- It is essential to recognize that sexual harassment can happen to anyone, regardless of gender. While this response focuses on sexual harassment of women, it is crucial to address the issue comprehensively and work towards

creating safe and respectful work environments for everyone. During the year under review, there were no incidences of sexual harassment reported.

CONSERVATION ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules 2014 as amended from time to time is annexed to this Report as an **Annexure –IV**.

REPORTING OF FRAUD

The Auditor of the Company has not reported any offence of fraud involving any amount committed in the company by its director or employees as specified under Section 143(12) of the Companies Act, 2013.

ANNUAL RETURN

The Annual Return of the Company for the financial year ending on March 31, 2024, is now available for viewing. Interested parties can access this document by visiting the Company's official website at [Click Here](#).

DECLARATION BY INDEPENDENT DIRECTORS

As per Section 149(7) of the Companies Act, 2013, every independent director is required to declare their independence at specific intervals. This declaration must be made during the first Board meeting

they attend as a director and subsequently at the first Board meeting of every financial year. Additionally, they must provide this declaration whenever there is any change in circumstances that could affect their status as an independent director. This declaration confirms that they meet the independence criteria outlined in sub-section (6) of Section 149. In compliance with this requirement, the Board of Directors has received declarations from both Mr. Sunit Shah (DIN: 08074335) and Mrs. Puja Kasera (DIN: 09327558). Both directors confirmed their independent status and affirmed that they meet all the criteria specified in sub-section (6) of Section 149 of the Companies Act, 2013. These declarations were made during the Board meetings held on May 30, 2023, for the financial year 2023–24, and on April 22, 2024, for the financial year 2024–25.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) REPORT

A Management Discussion and Analysis (MD&A) report is forming part of company's Annual report, where management provides an analysis and discussion of the company's financial performance, its future prospects, risks, and other relevant factors that may impact the company's operations and financial results. The MD&A report is typically aimed at providing shareholders, investors, and other stakeholders with insights into the company's overall financial health, strategic direction, and management's perspective on key issues.

MD&A report is prepared by the company's management and represents their interpretation of the company's financial results and prospects. Investors and stakeholders should review the MD&A report in conjunction with the company's financial statements and other relevant information to gain a comprehensive understanding of the company's performance and prospects.

Management's Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as an **"Annexure –V"**.

CORPORATE SOCIAL RESPONSIBILITY

As per Section 135(1) of the companies Act, 2013:

- Every company having net worth of rupees five hundred crore or more, or
- Turnover of rupees one thousand crore or more or
- a net profit of rupees five crore or more during 3 immediately preceding financial year, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors, out of which at least one director shall be an independent director.

Further, As per Section 135(5) The Board of every company referred to in sub-section (1), shall ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years.

However, your company does not fall in any criteria mentioned in sub-section 1 of section 135 of the Companies Act, 2013. Therefore, your company is not required to formulate committee of Corporate Social Responsibility nor required to spend any amount as described under sub-section 5 of section 135 of the Companies Act, 2013.

CORPORATE GOVERNANCE

Integrity and transparency form the foundation of our corporate governance practices, ensuring we consistently earn and maintain the trust of our stakeholders. Our approach to corporate governance revolves around maximizing shareholder value in a manner that is legal, ethical, and sustainable. The Board of Directors embraces its fiduciary duties comprehensively, aiming to meet the highest standards of international corporate governance through our disclosures. We are dedicated to enhancing long-term shareholder value and upholding the rights of minority shareholders in all business decisions.

As Your Company is listed on the BSE SME Startup platform of the Bombay Stock Exchange (BSE), we benefit from specific regulatory exemptions. According to Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our company is not required to comply with certain corporate governance provisions, specifically those outlined in Regulations 17 to 27, Clauses (b) to (i) of sub-

regulation (2) of Regulation 46, and Paragraphs C, D, and E of Schedule V.

Therefore, your company is exempted from submission of Corporate Governance Report to Stock Exchange and does not require to incorporate this report in this Board Report, though we are committed for the best corporate governance practices.

The Board has framed Code of Conduct for all Board members and Senior Management of the Company and they have affirmed the compliance during the year under review.

The Board has also re-framed Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The Code casts obligations upon the Directors and officers of the Company to prevent/ preserve the price Sensitive information, which may likely to have a bearing on the share price of the Company. Those who are in the knowledge of any such information are prohibited to use such information for any personal purpose. Similarly, the Code also prescribes how such information needs to be handled, disclosed or made available to the Public through Stock Exchanges, Company's website, Press, Media, etc. The Company Secretary & Compliance Officer has been entrusted with the duties to ensure compliance.

BOARD POLICIES

The details of the policies approved and adopted by the Board as required under the Companies Act, 2013 and Securities

and Exchange Board of India (SEBI) regulations are provided in "**Annexure – VI**" to the Board's report.

AUDITORS

a) Statutory Auditor

M/s. Purushottam Khandelwal & Co., Chartered Accountant Firm (Firm Reg. No. 0123825W) was appointed as a Statutory Auditor of the company to hold office from the conclusion of the 04th Annual General Meeting till conclusion of the 09th Annual General Meeting to be in the calendar year 2026. M/s. Purushottam Khandelwal & Co., is Peer Reviewed by the ICAI having peer review certificate no. 014688 allotted on November 11, 2022, have confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any statutory modification (s) or re-enactment(s) thereof for the time being in force).

The Auditor's Report for the financial year ended on March 31, 2024 and the financial statements of the Company are a part of this Annual Report. The Auditor's Report for the financial year ended on March 31, 2024 contain qualified opinion for the consolidated and standalone financials for the year ended on March 31, 2024.

b) Secretarial Auditor

The Company has appointed M/s. Nirav Soni & Co. Company Secretaries in practice, to conduct the secretarial audit of the Company for the Financial Year 2023-24, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report

for the Financial Year 2023–24 is annexed to this report as an “**Annexure – VII**”.

c) Internal Auditor

The Company has appointed M/s. MSRR & Co. Chartered Accountants firm, to conduct the Internal Audit of the Company for the Financial Year 2023–24, as required under Section 138 of the Companies Act, 2013 and Rules thereunder.

QUALIFIED OPINION ON FINANCIALS OF YEAR ENDED ON MARCH 31, 2024

The Statutory Auditor of the company has issued a qualified opinion on both the consolidated and standalone financial results for the half-year and full year ending on March 31, 2024.

The following is the qualified opinion provided by the statutory auditor, along with the management's response:

O.1: The company has provided Services to Local as well as foreign clients, however in some of the cases no detailed contracts/agreements have been made. Further no detailed records of work performed, software or app developed have been provided. Therefore, due to unavailability of such details we were unable to determine the specific terms of the agreement, particularly regarding the timing and value of the product or service delivery and revenue recognition in accordance with Accounting Standard (AS) 9- Revenue Recognition.

Response: Detailed Agreement/ Contracts related to services provided

are not available in some cases, however such information will not have a material impact on the revenue recognition as invoicing has been done only after all services have been provided. Invoicing has been done at the agreed fixed rate contract rather than on man hour basis, therefore no detailed records related to the timing of work performed have been maintained, however the same will not have any material impact on the financial statement.

O.2: The company has not maintain a comprehensive fixed assets register and has not perform periodic physical verifications, as no such records have been produced before us. The absence of these controls increases the risk of misstatement of fixed assets and related depreciation in the financial statements.

Response: Location wise Fixed Asset Register is not readily available due to the fact that majority of the assets are Computer and Related Devices whose locations are frequently changed within the premises depending upon the work to be executed. However, controls are in place so that no devices are taken out of the premises. Therefore, the management is of the view that there will be no material impact on the value of the fixed assets and related depreciation.

O.3: The company has availed Information technology (IT) design and development services however the Company did not provide us with necessary supporting documentation of detailed breakdowns of the development

work performed on which software product they have developed. Without this. Evidence, we cannot verify the nature and extent of the services received, or the appropriateness of the accounting treatment for these charges. Therefore, due to unavailability of such details we are unable to comment on the accuracy of such expenses booked.

Response: Information technology (IT) design and development services taken from creditors are on fixed contract basis therefore detailed breakdowns of the development work performed have not been maintained in an organized manner. However as per the expertise of the director's non-availability of such detailed breakdowns is unlikely to have a material impact on the financial statement.

O.4: The company has granted Loans and advances to various parties amounting to ₹284.79 lacs in the current financial year. The amounts have been advanced without any formal loan agreement and repayment schedule. Further the same are non-Interest bearing therefore the purpose of such loans and advances could not be verified.

Response: Loans and Advances have been granted due to surplus availability of funds; Management is taking steps to formalize the terms of interest repayment for better transparency. However, the same is unlikely to have a material impact on the financial statements.

O.5: The Company has given an advance of ₹ 27,40,000/- to creditors in 2021 for

goods or services not yet received. As of the date of our report, no goods or services have been delivered, and the Company has not made a provision for the doubtful recoverability of this advance.

Response: Provision for doubtful recovery has not been made as steps are being taken to recover the amount and the management is hopeful for a positive response. Therefore, the same is unlikely to have any impact on the financial statement.

WEBSITE

In accordance with Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and BSE Circular No. 20220704-44 dated July 04, 2022 and Circular No. 20230209-1 dated February 09, 2023, the Company has established and maintained a functional website at www.naapbooks.com. This website includes all necessary information as mandated by the aforementioned regulation and circulars.

Through an Intimation letter dated October 27, 2023, the Company notified the exchange that the existing website, www.naapbooks.com, has been updated to incorporate new technology and enhance cybersecurity measures. These updates were implemented to ensure the safety and reliability of our online presence while maintaining the integrity of our domain name, which remains unchanged.

Additionally, we informed the exchange that all old URLs have been redirected to the updated website.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the past year, there has been no instance where the Company was required to transfer any amounts or shares to the Investor Education and Protection Fund.

INTEGRATED REPORT

The Company has proactively released an Integrated Report that includes both financial and non-financial data. This comprehensive report is designed to help Members make informed decisions and gain a deeper insight into the Company's long-term vision.

In addition to financial information, the Report covers various crucial aspects such as the organization's strategy, governance framework, overall performance, and future prospects for value creation.

GENERAL DISCLOSURE

The Board of Directors affirms that the Company has provided all necessary disclosures in this report, as mandated by section 134(3) of the Act, Rule 8 of The

Companies (Accounts) Rules, 2014, and other applicable provisions of the Act and listing regulations, specifically regarding transactions that occurred during the year. Furthermore, the Board confirms that there were no transactions requiring disclosure or reporting for the following items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act;
- b) Issuance of Equity Shares with differential rights concerning dividend, voting, or otherwise;
- c) Issuance of shares (including sweat equity shares) to employees of the Company under any scheme or Employee Stock Option Scheme (ESOS);
- d) Annual Report and other compliances related to Corporate Social Responsibility.

ACKNOWLEDGEMENT

The directors extend their heartfelt gratitude for the dedicated service exhibited by the company's employees throughout the year. Furthermore, they wish to formally recognize and appreciate the ongoing cooperation and support provided by our bankers, financial institutions, business partners, and other stakeholders, which has been invaluable to the company's success.

On behalf of the Board of Directors

Sd/-

Place: Ahmedabad

Date: September 04, 2024

Nirmal Kumar Jain
Chairman & Director
(DIN: 07773203)

ANNEXURE- I

FORM AOC-1

Statement containing salient features of the financial statement of
 subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies
 (Accounts) Rules, 2014)

Part "A": Subsidiaries:

(Information in respect of each subsidiary to be presented with amounts)

(₹ in Lakhs)

Name of the subsidiary	CAFE BLOCKCHAIN PRIVATE LIMITED (CIN: U62091GJ2023PTC140857)
The date since when subsidiary was acquired	06th May, 2023
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	May 06, 2023 to March 31, 2024
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
Share capital	I. Authorized Equity Share Capital: ₹ 15 Lakhs II. Paid Up Equity Share Capital: ₹1 Lakhs
Reserves and surplus	(0.13)
Total assets	1.00
Total Liabilities	0.13
Investments	0.00
Turnover	0.00
Profit before taxation	(0.13)
Provision for taxation	(0.00)
Profit after taxation	(0.13)
Proposed Dividend	N.A.
Extent of shareholding (in percentage)	75% holding i.e. 7500 number of equity shares

Part B: Associates and Joint Ventures:

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Lakhs)

Name of Associates / Joint Ventures	Ndear Technologies Pvt. Ltd.	ProEx Advisors LLP
1. Latest audited Balance Sheet Date	31/03/2020	31/03/2023
2. Shares of Associate/ Joint Ventures held by the company on the year end		
No.	3,000	NA
Amount of Investment in Associates/ Joint Venture	₹ 0.30 Lakhs	541.27 Lakhs
Extend of Holding %	30%	50%
3. Description of how there is significant influence	30% Shareholding	50% Shareholding
4. Reason why the associate/ joint venture is not consolidated	No Subsidiary Company therefore consolidation is not applicable	No Subsidiary Company therefore consolidation is not applicable
5. Net Worth attributable to Shareholding as per latest audited Balance Sheet	Nil*	541.27
6. Profit / Loss for the year	NA	1.27
i. Considered in Consolidation	NA	1.27
ii. Not Considered in Consolidation	NA	NA

* The net worth of the associate company is negative.

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations:-
 - i. CAFE BLOCKCHAIN PRIVATE LIMITED(CIN: U62091GJ2023PTC140857)
2. Names of subsidiaries which have been liquidated or sold during the year. -N.A.

On behalf of the Board of Directors
Sd/-

Nirmal Kumar Jain
Chairman & Director
(DIN: 07773203)

Place: Ahmedabad

Date: September 04, 2024

ANNEXURE- II

FORM AOC-2

PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

(Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

A. Details of contracts or arrangements or transactions not at arm's length basis:

(₹ in Lakhs)

Sr. No	Name(s) of the related party and nature of relationship	Nature of Contracts/ Arrangement s/ Transactions	Duration of The Contracts/ Arrangement s/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
NIL								

B. Details of material contracts or arrangement or transactions at arm's length basis

(₹ in Lakhs)

Name (s) of the related party	Nature of relationship	Nature of contract s/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any	Amount paid as an advances, if any
Proex Advisors LLP	Director's LLP	Receiving services amount of ₹ 11.56 lacs excluding taxes	F.Y 2023-24	On Arms' Length Basis	May 30, 2023	₹265.02
Proex Advisors LLP	Director's LLP	Shareholders Agreement	F.Y 2022-23	Issue of Equity shares for consideration other than cash	February 13, 2023	Issued 7,50,000 equity shares of the company and acquired 50% stake in the LLP.
Proex Consulting	Director's Proprietorship firm	Receiving services amount of ₹ 13.50 lacs excluding taxes	F.Y 2023-24	On Arms' Length Basis	May 30, 2023	NIL
Ndear Technologies Private Limited	Associate Company	Nil	NA	The company is holding 30% i.e. 3,000 equity shares	March 05, 2019	₹ 1.00
VCAN & Co.	Director's Firm	Advance Given	F.Y 2023-24	Advance Given	May 30, 2023	₹ 2.00
NPBook Software	Company in which Director is interested	Rendering Services	F.Y 2023-24	Rendering Services	March 23, 2024	NIL
Mr. Nirmal Kumar Jain	Chairman & Director	Managerial Remuneration	F.Y 2023-24	Managerial remuneration	May 30, 2023	NIL
Mr. Yaman Saluja	Whole-time Director & CFO	Managerial Remuneration	F.Y 2023-24	Managerial remuneration	May 30, 2023	NIL

Name (s) of the related party	Nature of relationship	Nature of contract s/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any	Amount paid as an advances, if any
Mr. Ashish Jain	Director & CEO	Managerial Remuneration	F.Y 2023-24	Managerial remuneration	May 30, 2023	NIL
Mr. Abhishek Jain	Non-Executive Director	Sitting Fee	F.Y 2023-24	Sitting fee	May 30, 2023	NIL
Mr. Siddharth Soni	Non-Executive Director	Sitting Fee	F.Y 2023-24	Sitting fee	May 30, 2023	NIL
Mrs. Ruchita Jain	Director's wife	Payment of Salary	F.Y 2023-24	Salary	May 30, 2023	NIL
Mr. Sahul Jotaniya	Company Secretary	Payment of Salary	F.Y 2023-24	Salary	May 30, 2023	NIL

On behalf of the Board of Directors

Sd/-

Nirmal Kumar Jain
Chairman & Director
(DIN: 07773203)

Place: Ahmedabad

Date: September 04, 2024

ANNEXURE- III

STATEMENT OF DISCLOSURE OF REMUNERATION

[Pursuant to Section 197(12) of the Companies Act, 2013 (“the Act”) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of remuneration of each director to the median remuneration of employees of the company for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase/Decrease In 2024 as compared to 2023
1.	Nirmal Kumar Jain	Chairman & Director	Managerial Remuneration	3.14:1	No Change
2.	Yaman Saluja	Whole-Time Director & CFO	Managerial Remuneration	3.77:1	No Change
3.	Ashish Jain	Director and CEO	Managerial Remuneration	4.71:1	No Change
4.	Abhishek Jain	Non-Executive Director	Sitting Fee	0.11:1	No Change
5.	Siddharth Soni	Non-Executive Director	Sitting Fee	0.04:1	No Change
6.	Sunit Shah	Independent Director	Sitting Fee	0.11:1	50.00% Increase
7.	Puja Kasera	Independent Director	Sitting Fee	0.09:1	No Change
8.	CS Niharika Shah	Company Secretary & Compliance Officer	Salary	0.00:1	NA
9.	CS Sahul Jotaniya	Company Secretary & Compliance Officer	Salary	2.00:1	46.98 Increase

b) The percentage increase in the median remuneration of employees in the financial year:

The Median remuneration of Employees is increased to 21.74% Y-o-Y.

c) The number of permanent employees on the rolls of the Company: 24 as on March 31, 2024.

d) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The increase in remuneration is in line with the market trends in the India. In order to ensure that remuneration reflects the Company's performance, the performance pay is also linked to organization performance and individual utilization in addition to individual performance.

Increase in the managerial remuneration for the year was Zero percent.

B. We hereby affirm that the remuneration is as per the remuneration policy of the company

Note:

I.For the calculation of Median, we have considered total number of employees who have withdrawn salary during the whole year **i.e. 43 number of employees.**

II.Appropriate Approvals have been taken for related party transactions wherever necessary.

On behalf of the Board of Directors

Sd/-

Nirmal Kumar Jain
Chairman & Director
(DIN: 07773203)

Place: Ahmedabad

Date: September 04, 2024

ANNEXURE- IV

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Pursuant to Section 134 (3) (m) of the Companies (Accounts) Rules, 2014 and rules made there under)

A. Conservation of energy

- i) **The steps taken or impact on conservation of energy:** The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavour to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day-to-day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.
- ii) **The steps taken by the Company for utilizing alternate sources of energy:** The Company has not taken any step for utilizing alternate sources of energy.
- iii) **The capital investment on energy conservation equipment:** During the year under review, Company has not incurred any capital investment on energy conservation equipment.

B. Technology absorption –

- i) **The effort made towards technology absorption:** The Company has not imported any technology and hence there is nothing to be reported here.
- ii) **The benefit derived like product improvement, cost reduction, product development or import substitution:**
None

C. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –

- a. The details of technology imported: None
- b. The year of import: None
- c. Whether the technology has been fully absorbed: None
- d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None

- D. **The expenditure incurred on Research and Development:** During the year under review, the Company has not incurred any Expenditure on Research and Development.

E. Foreign Exchange Earnings & Expenditure:

- 1) **Details of Foreign Exchange Earnings:**

(₹ in Lakhs)

Sr. No.	Particulars	F.Y. 2023-24	F.Y. 2022-23
1.	Foreign Exchange Earnings	₹ 436.65/-	₹ 205.13/-

2) Details of Foreign Exchange Expenditure:

(₹ in Lakhs)

Sr. No.	Particulars	F.Y. 2023-24	F.Y. 2022-23
1.	Foreign Exchange Expenditure	₹ 0.29/-	₹ 0.62/-

On behalf of the Board of Directors

Place: Ahmedabad
Date: September 04, 2024

Sd/-
Nirmal Kumar Jain
Chairman & Director
(DIN: 07773203)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

Naapbooks is engaged in the business of developing and providing Information Technological solutions to corporates 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. The services broadly cover designing, developing, operating, installing, analyzing's, designing, maintaining, converting, porting, debugging, coding and programming software to be used on computer or any microprocessor-based device or any other such hardware.

The Company is also engaged in Software Consultancy services. The Company adheres to all necessary regulatory specifications. We firmly believe in maintaining our service quality against the highest standards, are unflinchingly customer centric, deeply people focused, and follow ethical business practices and corporate governance standards overall. We draw our strength from an age-old tradition of quality services as the best strategy for sustained growth.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Technology is transforming businesses in every industry around the world in a profound and fundamental way. In fiscal 2023, we saw emerging technologies, like generative AI, and 5G to shape the future of industries. Responsible business

approaches including embracing ESG, have gained traction. We continued to witness businesses attempting to reimagine their cost structures, increase business resilience and agility, personalize experiences for customers and employees, and launch new and disruptive products and services.

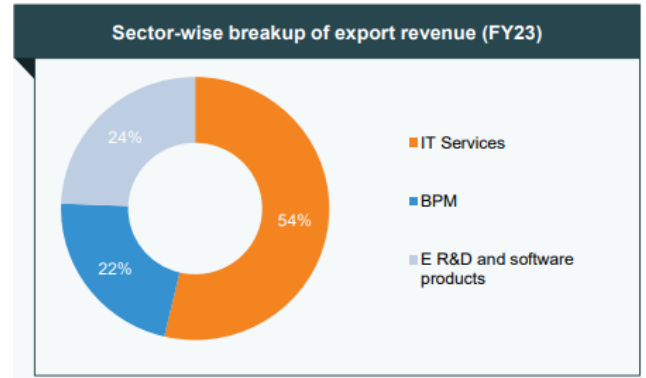
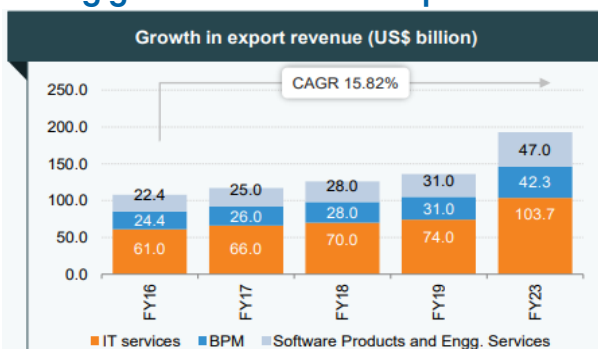
India's IT market size growing

- The IT industry added 2.90 lakh new employees in FY23, bringing the total employment in the sector to 54 lakh employees.
- India's technology industry is on track to increase the revenue to US\$ 500 billion by 2030.
- Direct employment in the IT services and BPO/ITeS segment is estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
- Estimated market size was US\$ 125 billion in 2023.
- Over 81% revenue comes from the export market.
- IT services is estimated to account for about 51.2% of the IT & BPM market revenue in India in 2023.
- The IT-BPM services revenue reached US\$ 128.4 billion in FY23.
- In FY2023 the Indian domestic IT & Business Services market was valued at US\$ 53 billion as against US\$ 57 billion in FY2022.
- By 2025-26, India is expected to have 60-65 million jobs that require digital skills, according to a Ministry of Electronics & IT report

titled "India's trillion-dollar digital opportunity."

- In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling in its competitive strength with zero government interference. He further added that service exports from India had the potential to reach US\$ 1 trillion by 2030.
- India's IT spending is anticipated to reach US\$ 124.6 billion in 2024, reflecting a 10.7% increase from 2023, according to Gartner.
- India's public cloud services market grew to US\$ 3.8 billion in 1H2023, expected to reach US\$ 17.8 billion by 2027.
- India's digital economy is estimated to reach US\$ 1 trillion by 2025.
- Artificial Intelligence (AI) is expected to boost India's annual growth rate by 1.3% by 2035, according to NITI Aayog.
- The Karnataka government signed three MoUs worth US\$ 13.4 million to help the state's emerging technology sector.

Strong growth in IT & BPM exports



- As an estimate, India's IT export revenue rose by 9% in constant currency terms to US\$ 194 billion in FY23
- Export of IT services was the major contributor, accounting for more than 53% of total IT exports (including hardware)
- BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.
- According to STPI (Software Technology Park of India), software exports by the IT companies connected to it stood at Rs. 1.20 lakh crore (US\$ 16.29 billion) in the first quarter of FY22.
- In August 2021, the Minister of Electronics and Information Technology, Skill Development and Entrepreneurship, Mr. Rajeev Chandrasekhar, announced that the IT export target was set at US\$ 400 billion for March 2022. In addition, the central government was planning to focus on areas such as cybersecurity, hyper-scale computing, artificial intelligence and blockchain.
- US has traditionally been the biggest importer of Indian IT

exports, as it absorbed over 62% of Indian IT & BPM exports during FY23.

- UK stood second to the US, with 17% of the services being exported to it.
- Even though, US and UK were the leading customer markets with a combined share of nearly 79%, there is a growing demand from APAC, Latin America and Middle East Asia regions.
- Being the low-cost exporter of IT services, India is going to attract more markets in other regions in the same way it tapped the US market.
- Indian software product industry is expected to reach US\$ 100 billion by 2025. Indian companies are focusing on investing internationally to expand their global footprint and enhance their global delivery centers.
- The revenue of India's public cloud services market totaled US\$ 6.2 billion in 2022, and it is expected to reach US\$ 17.8 billion by 2027 growing at a CAGR of 23.4%.
- Infrastructure software revenue in India was forecasted to reach US\$ 4.6 billion in 2021, an increase of 12% YoY, driven by rising demand for security-as-a-service offerings, and detection and response capabilities.

Export of IT Services

- As an estimate, India's IT export revenue rose by 3.3% YoY in constant currency to US\$ 199 billion in FY24.
- Export revenue from the industry grew at a CAGR of 6.75% to US\$

199 billion in FY24 from US\$ 126 billion in FY18.

SEZs to drive IT sector; tier II cities emerge as new centres

- IT-SEZs have been initiated with an aim to create zones that lead to infrastructural development, exports and employment.
- As of November 2021, there were 425 approved SEZs across the country, and of these, 276 were from IT & ITeS and 145 were exporting SEZs.
- Over 50 cities already have the basic infrastructure and human resources to support the global sourcing and business services industry. Some cities are expected to emerge as regional hubs supporting domestic companies.
- Software Technology Parks of India (STPI) has set up 65 centers across the country to provide single window clearance and infrastructure facilities. STPI units can avail excise duty exemptions on procurement of indigenously manufactured goods. Notably 57 centers are in Tier-II/III cities.
- In June 2022, STPI Director General Mr. Arvind Kumar stated that exports through STPI units have increased from Rs. 17 crore (US\$ 2.14 million) in FY92 to Rs. 5.69 lakh crore (US\$ 71.65 billion) in FY22.
- In October 2021, STPI Fin Blue in Chennai selected 20 start-ups from the FinTech domain including trading, banking and lending to explore cross-border collaboration. It has signed an MoU

with ASEAN Financial Innovation Network Ltd.

The Cabinet approved an allocation of over US\$ 1.2 billion (Rs 10,300 crore) for the IndiaAI Mission, marking a significant step towards bolstering India's AI ecosystem. This substantial financial infusion, slated over the next 5 years, is poised to catalyse various components of the IndiaAI Mission, including pivotal initiatives like the IndiaAI Compute Capacity, IndiaAI Innovation Centre (IAIC), IndiaAI Datasets Platform, IndiaAI Application Development Initiative, IndiaAI Future Skills, IndiaAI Startup Financing, and Safe & Trusted AI. A cornerstone of this effort is the IndiaAI Compute Capacity, envisioned to erect a cutting-edge, scalable AI computing infrastructure by deploying over 10,000 Graphics Processing Units (GPUs) through strategic public-private collaborations.

Technologies, such as telemedicine, health, remote monitoring solutions and clinical information systems, would continue to boost demand for IT services across the globe.

The US\$ 227 billion Indian IT industry directly employed nearly 5.4 million people and indirectly employed another 15 million people in FY23. • India ranked third among global start-up ecosystems with more than 68,000 tech startups.

India's rankings improved six places to the 40th position in the 2022 edition of the Global Innovation Index (GII).

(Source: https://www.ibef.org/download/172127914_7_IT_and_BPM_May_2024.pdf)

OPPORTUNITIES AND THREATS

i) OUR STRATEGY

Our clients and prospective clients are faced with transformative business opportunities due to advances in software and computing technology. These organizations are dealing with the challenge of having to reinvent their core offerings, processes and systems rapidly and position themselves as 'digitally enabled' or 'digital first' organizations. The journey to the digital future requires not just an understanding of new technologies and new ways of working, but a deep appreciation of existing technology landscapes, business processes and practices. Our strategy is to be a navigator for our clients as they ideate, plan and execute on their journey to a digital future.

ii) Our strengths

We believe that we are well-positioned for the principal competitive factors in our business. With almost 5 (five) years of experience in managing the systems, we believe we are uniquely positioned to help them steer through their digital transformation with our Digital Navigation Framework.

We believe that the following strengths have contributed to success and will be of competitive advantages for us, supporting our strategy and contribution to improvements in financial performance.

Quality Assurance and Standards

The company holds I ISO 9001:2015 (Quality Management System) and ISO 27001:2013 (Information Security Management) certificates. We believe in providing our customers the best possible quality. We adopt stringent quality control process which is managed

at every stage of our service to ensure the adherence to desired specifications and quality. Since, our Company is dedicated towards quality services; we get repetitive clients as we are capable of meeting their quality standards.

Growing Domestic Economy

India is moving as developed country from developing country now. The GDP rate of India is also higher as compared to the other developing countries. It forecasts more demand for our services and there will be a huge expansion of disposable incomes and our main services will have huge demand.

With the changes in landscape because of Covid19, India have become a manufacturing and trade hub in Asia because of highly skilled manpower and infrastructure available in abundance. With MNCs coming to India for new manufacturing set up with high end automation, we seek greater requirement of office automation and information technology.

We update and upgrade our Software/Digital Products with the latest developments in all the mobile technology platforms by leveraging: 1) Vertical specific and in-depth domain and industry knowledge 2) Agile Cloud based Mobility Technology platform and solutions 3) Center of Excellence where constant innovation happens on both the technology and the applications front.

Experienced & Qualified Management

Our Company is managed by well experienced persons i.e. i) Nirmal Kumar Jain, Chairman & Director ii) Yaman

Saluja, Whole-Time Director & CFO and iii) Ashish Jain, Director & CEO. We believe that the leadership and exemplary vision of our Promoters have been instrumental in driving our growth and implementing our business strategies. Our management team has the requisite experience to manage the current scale of business as well as the expansion plans for the future. We believe that we have achieved a measure of success in attracting an experienced senior management team with operational and technical capabilities, management skills, business development experience and financial management skills. For more details, please visit to our website: www.naapbooks.com.

Skilled and dedicated manpower

We believe that Human resource is the most important resource. Our Company is managed by a team of well experienced and highly knowledgeable personnel. The team comprises of personnel having technical, operational and business development experience. We take pride in relating our success to our employees, for their consistent efforts and dedication has brought us to where we are today. We also require application of high levels of technology at key stages of design and development processes as an important part of the business procedure.

Strong customer relationship

We believe that we constantly try to address our customer's needs which help us to maintain a long-lasting working relationship with them and improve our

customer retention strategy. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

TALENT MANAGEMENT

The Company aims to attract, develop, motivate and retain diverse talent that is critical for its competitive differentiation and continued success. The company's talent management strategy seeks to maximize the potential of every employee by creating a purpose-driven, inclusive, stimulating, and rewarding work environment, delivering outstanding employee experience, while fueling business growth. The Company strives to create a vibrant workplace and an engaged workforce by encouraging four behaviors: follow your passion, stay hungry, commit to lifelong learning and thrive together.

TALENT ACQUISITION AND DEVELOPMENT

Our focus on attracting top talent and investing in employee development continued to be a priority. We believe that a skilled and motivated workforce is instrumental in driving our success. In 2023, we hired professionals with diverse skill sets and provided them with opportunities for growth and advancement within the organization.

OUR COMPETITION

The Software Consultancy industry in India is highly competitive, and we expect that the competition in this industry will

continue to increase. Our Industry is fragmented consisting of large established players and niche players. We compete with organized as well as unorganized sector on the basis of availability of consumers. Thus, our customers have the option of choosing any competitor providing similar services. Further, there are no entry barriers in this industry and any expansion in capacity of existing competitors would further intensify competition. If we are not able to compete effectively with existing or future competitors, our business and financial condition could be adversely affected.

FINANCIAL CONDITION

The discussions in this section relate to the standalone, Rupee-denominated financial results pertaining to the year that ended March 31, 2024. The financial statements of Naapbooks Limited are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under section 133 of the Companies Act, 2013, read with relevant rules there under and other accounting principles generally accepted in India. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III of the Companies Act, 2013.

RESULTS OF OUR OPERATIONS

The Consolidated and Standalone Statement of Profit and Loss is as follows:

(₹ in Lakhs)

Particulars	Consolidated		Standalone				
	FY 2024		FY 2024			FY 2023	
	Amount	% of Total Income	Amount	% of Total Income	% Growth	Amount	% of Total Income
I. Net Sales/Income from Operations	776.94	99.82	776.94	99.82	49.02	521.38	98.91
II. Other Income	1.38	0.18	1.38	0.18	0.00	5.76	1.09
III. Total Income (I+II)	778.32	100.00	778.32	100.00	47.65	527.14	100.00
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	284.30	36.53	284.43	36.54	101.92	140.86	26.72
V. Finance Cost	15.18	1.95	15.18	1.95	124.22	6.77	1.28
VI. Depreciation and Amortization Expense	48.50	6.23	48.50	6.23	2.47	47.33	8.98
VII. Profit Before Tax (IV-V-VI)	220.62	28.35	220.75	28.36	154.44	86.76	16.46
VIII. Tax Expense:							
i Current Tax Expense	56.03	7.20	56.02	7.20	150.42	22.37	4.24
ii MAT Credit	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii MAT Credit Relating to prior years	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iv Tax Expense Relating to prior years	-0.10	-0.01	-0.10	-0.01	-	1.12	0.21
v Deferred Tax (Asset /Liabilities)	-0.90	-0.12	-0.90	-0.12	-	0.57	0.11
					108.93	257.89	
IX. Profit After Tax before Minority Interest (VII-VIII)	165.59	21.28	165.73	21.29	164.32	62.70	11.89
X. Minority Interest	-0.03	0.00	0.00	0.00	0.00	0.00	0.00
XI. Profit for the year after tax and Minority Interest (IX-X)	165.62	21.28	165.73	21.29	164.32	62.70	11.89

During the year under review, the Company achieved significant growth in its financial performance. The standalone total revenue from operations amounted to ₹776.94 lakhs, representing a substantial increase of 49.02% compared

to the previous year's revenue of ₹521.38 lakhs. This robust revenue growth underscores the company's successful operational strategies and market demand. Furthermore, the standalone profit after tax soared to ₹165.73 lakhs,

marking an impressive rise of 164.32% from the previous year's profit of ₹62.70 lakhs. This remarkable increase in profitability reflects the company's efficient cost management and enhanced operational efficiency. In addition, the company reported consolidated financial results for the year. The total revenue from operations on a

consolidated basis also stood at ₹776.94 lakhs.

The consolidated profit after tax and after accounting for minority interests was ₹165.62 lakhs. These consolidated figures highlight the overall strength and stability of the company's financial position and its ability to generate substantial returns for its stakeholders.

RATIOS WHERE THERE HAS BEEN A SIGNIFICANT CHANGE

FROM FISCAL 2023 TO FISCAL 2024

Revenue growth has been explained in the relevant sections above.

1. The details of return on net worth at standalone is as follows:

Particulars	Standalone	
	2024	2023
Return on net worth (%)	13.58%	8.99%

2. The other key ratios are as below:

Particulars	Standalone	
	2024	2023
Debtors Turnover Ratio	3.11	2.67
Creditors Turnover Ratio	7.67	4.25
Inventory Turnover Ratio	NA	NA
Current Ratio	4.90	2.26
Interest Coverage Ratio	23.82	22.65
Debt Equity Ratio	0.11	0.11
Operating Profit Margin Ratio	30.37%	17.94%
Net Profit Margin	21.33%	12.03%

Explanation for change in the ratios by more than 25%:

- a) Current Ratio has decreased due to decrease in the Trade Receivables as compared to previous year which is due to reduction of average collection period
- b) Debt Equity Ratio has increased due to the Increase in short term borrowings
- c) Return on Equity has increased due to increase in revenue and in turn profit margin
- d) Trade Receivables Turnover Ratio has increased due to improvement in debtors realization in the year
- e) Trade Payables Turnover Ratio has increased due to decrease in the average credit period
- f) Net capital turnover Ratio has increased due to increase in revenue from operations
- g) Net Profit Ratio has increased majorly as there are no Initial Public Offer expenses in the current year as compared to previous year
- h) Return on Capital Employed has decreased majorly due the increase in the Equity Share Capital on account of Initial Public Issue
- i) Interest Coverage Ratio increased due to increase in revenue
- j) Operating Profit Margin Ratio increase due to increase in revenue and there are no Initial public offer expenses in the year under review as compared to previous year.

RISK FACTORS AND MITIGATION

This section outlines forward-looking statements that involve risks and uncertainties. Our actual results may significantly differ from those anticipated due to various factors. Our outlook, risks, and concerns include:

a) Market Competition: The IT industry is highly competitive, with significant competition from both established companies and emerging start-ups. To mitigate this risk, we continuously monitor market trends, invest in research and development, and strive to differentiate ourselves through innovation, customer-centricity, and superior service quality. Spending on technology products and services by our clients and prospective clients fluctuates due to factors such as economic conditions, geopolitical developments, monetary and fiscal policies, and regulatory environments in their respective markets. Economic slowdowns or other adverse conditions can impact the industries where our revenues are concentrated.

Additionally, our clients may operate in sectors vulnerable to climate change, potentially affecting our business and reputation. Our client engagements are typically singular and do not guarantee subsequent contracts.

b) Investment risk: The investments we make to foster growth carry inherent risks. Our business may suffer if we fail to anticipate and develop new services or enhance existing ones to keep pace with rapid technological changes and

industry shifts. There is also the possibility of not recouping investment costs incurred in developing our software products and platforms. Furthermore, our strategic initiatives, such as acquisitions, investments, partnerships, or alliances, may not always succeed.

c) Technological Disruption: Rapid technological advancements and changing customer preferences present both risks and opportunities. To address this, we prioritize ongoing investments in research and development, stay updated on industry trends, and actively engage with clients to understand their evolving needs.

d) Cybersecurity: As an IT solutions provider, cybersecurity is a critical concern. We have implemented robust security measures to protect our systems and client data. Regular security audits, employee training, and partnerships with cybersecurity experts are integral to our risk mitigation strategy.

e) Cost Structure: Our expenses are challenging to predict and can vary significantly, leading to potential fluctuations in profitability. Inability to manage our growth could disrupt business operations, reduce profitability, and hinder the implementation of our growth strategy. We are investing substantial cash in physical and technological infrastructure, and if our business does not grow proportionately, profitability could be affected. Wage pressures and the challenges of hiring

qualified employees may reduce our competitive advantage and profits.

f) Employee Workforce: Our success largely depends on our highly skilled technology professionals. Our ability to hire, attract, motivate, retain, and train these personnel is crucial to our continued success.

g) Statutory Liabilities: Being listed on the BSE SME Platform requires us to comply with all applicable laws for listed entities, resulting in higher compliance costs compared to other public limited or unlisted companies. Additionally, any adverse changes in the Government of India's tax policies could materially increase our tax expenses, thereby reducing our profitability.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The CEO and CFO certification detailed in the Integrated Annual Report's CEO and CFO Certification section addresses the effectiveness and sufficiency of our internal control systems and procedures. This certification ensures that the highest levels of our leadership have reviewed and confirmed the robustness and reliability of our financial and operational controls.

“These accolades reflect our commitment to innovation and excellence in the IT sector.”



OUTLOOK AND FUTURE PROSPECTS

Looking to the future, Naapbooks is on track for sustained growth and success. As organizations across various industries undergo digital transformation, we expect the demand for our services to rise significantly. By leveraging cutting-edge technologies, we will expand our presence on a global scale and strengthen our client relationships through a consultative approach. This strategic direction positions us to capitalize on new opportunities and drive innovation, ensuring our continued leadership in the market.

Additionally, we will remain vigilant in identifying and addressing potential risks to ensure sustained growth and profitability of the company.

AWARDS/ ACCOLADES

- 1) MOPFI Award for Excellence in SaaS
- 2) Presented to CEO, Ashish Jain for Addressing at the Launch of Coe "Fin Globe" GIFT City
- 3) THE India@2047 Award for Excellence in SaaS & IT Services
- 4) Precipitating at the MSME Scale Up Summit, Chennai

ANNEXURE- VI

CORPORATE POLICIES

We are dedicated to upholding the highest ethical standards in all our business dealings, guided by our core values. In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are required to formulate specific policies for all listed companies. These corporate governance policies can be accessed on our Company's website at <https://www.naapbooks.com/investor/>.

Our Board regularly reviews these policies and updates them as necessary. Over the past year, the Board has revised and adopted several of these policies.

Below is the list of policies formulated by the Board of Directors of the Company:

Name of the policy	Brief description	Web link
Whistle blower Policy (Policy on vigil mechanism)	The Company implemented a comprehensive whistle-blower mechanism starting February 22, 2021. This policy allows employees and other stakeholders to confidentially report any concerns regarding unethical behaviour, suspected or actual fraud, or any breaches of the Company's Code of Conduct and Ethics. Through this initiative, the Company aims to maintain the highest standards of integrity and transparency in its operations.	Click Here
Code of Conduct for Board Members And Senior Management Personnel	This policy was formally adopted and approved by the Board of Directors during their meeting on February 22, 2021. A Code of Conduct for Board Members and Senior Management Personnel is a document that outlines the ethical standards and responsibilities expected from individuals in leadership positions within an organization	Click Here
Dividend Distribution Policy	The Company has established a Dividend Distribution Policy to guide the allocation of dividends in compliance with relevant legal requirements. This policy was officially adopted and approved by the Board of Directors during their meeting on February 22, 2021.	Click Here
Terms And Conditions of Appointment of Independent Director	This policy, detailing the terms and conditions for the appointment of an Independent Director, was officially adopted and approved by the Board of Directors during their meeting on February 22, 2021. Subsequently, the policy underwent amendments, which were approved in another meeting held on September 9, 2021.	Click Here
Related Party Transaction Policy	The Board of Directors officially adopted and approved the Related Party Transaction Policy during their meeting on February 22, 2021. This policy establishes guidelines and procedures for handling transactions involving related parties to ensure transparency, fairness, and compliance with regulatory requirements.	Click Here

Name of the policy	Brief description	Web link
Policy for Determining Material Subsidiaries	This policy outlines the criteria and procedures for identifying material subsidiaries and significant unlisted Indian subsidiaries of the Company. It also establishes the governance framework for overseeing these entities. The Board of Directors formally adopted and approved this policy during their meeting on February 22, 2021.	Click Here
Nomination and Remuneration Policy	This policy establishes comprehensive criteria for assessing the qualifications, competencies, positive attributes, and independence necessary for the appointment of both executive and non-executive directors. It also outlines the criteria for determining the remuneration of directors, Key Managerial Personnel (KMP), senior management, and other employees. The revised policy was adopted and became effective on January 31, 2023.	Click Here
Policy For Disclosure of Material Events or Information	This policy governs the disclosure of significant events or information that impact the company and its subsidiaries. It ensures transparency and compliance with regulatory requirements. The Board of Directors formally adopted and approved this policy during its meeting on February 22, 2021.	Click Here
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is designed to establish comprehensive guidelines and procedures for the dissemination of significant information that has not yet been made public. Its primary objective is to ensure that all communications with shareholders and financial markets are conducted with accuracy, timeliness, and fairness, thereby promoting a level playing field. This policy aims to uphold transparency and integrity by regulating how material information is shared outside the Company. The Board of Directors officially adopted and approved this policy during their meeting on February 22, 2021.	Click Here
Policy on Prevention of Sexual Harassment At Workplace	Our organization is committed to maintaining a work environment where every employee is treated with dignity and respect. The Policy on the Prevention of Sexual Harassment has been established to ensure that all employees receive fair and equitable treatment, free from any form of harassment. This policy has been formally adopted and approved by the Board of Directors during their meeting on February 22, 2021.	Click Here
Archival Policy	The Archival Policy outlines the guidelines and procedures for managing and retaining records related to material events and information disclosed to the Stock Exchanges. This policy is designed to ensure compliance with the Company's Code for Fair Disclosure, which governs the disclosure of significant events and information. The Archival Policy specifies how such records should be preserved, categorized, and accessed, in order to	Click Here

Name of the policy	Brief description	Web link
	<p>maintain transparency, accountability, and adherence to regulatory requirements.</p> <p>It ensures that all material disclosures are systematically archived for future reference and regulatory review, reflecting the Company's commitment to maintaining comprehensive and accurate records of all relevant disclosures.</p>	

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of,

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

I have conducted the secretarial audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **Naapbooks Limited (CIN: L72900GJ2017PLC096975)** (hereinafter referred to as “the company”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Auditor’s responsibility

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period from 01st April, 2022 to 31st March, 2023 (“the audit period”) complied with the statutory provisions listed hereunder Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings : **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and

Exchange Board of India Act, 1992 ('SEBI Act'): –

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- As informed by the Management, there are no other laws that are applicable specifically to the company

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("the Listing Regulations").

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. made thereunder.

1. During the course of our secretarial audit, I observed that the Company has granted loans and advances to various parties amounting to Rs. 284.79 Lacs with the compliance of the Companies Act, 2013.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and listing regulations.

Adequate notice was given to all directors to schedule Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance (a few meetings were convened at shorter notice for which necessary approvals were obtained as per applicable provisions). A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has issued, offered and allotted 11,50,000 (Eleven Lacs fifty thousand) equity shares of face value of ₹10/- (Rupees Ten) each at the price of ₹72/- (Rupees Seventy Two only) per equity share including premium of ₹62/- (Rupees Sixty Two) each, on a preferential basis ('Preferential Issue'), out of which 4,00,000 (Four Lacs) equity shares were issued for cash and 7,50,000 (Seven Lacs Fifty Thousands) equity shares were issued to M/s. PROEX ADVISORS LLP for consideration other than cash (being swap of 50% contribution of PROEX ADVISORS LLP) towards the payment of the Purchase Consideration payable by PROEX ADVISORS LLP to the company, for the acquisition of Purchase Shares, in accordance with provisions of the Companies Act, 2013 and ICDR Regulations.

**For, Nirav Soni & Co.
Company Secretaries**

sd/-

Mr. Nirav Soni
Proprietor (ACS: A39566)

COP No 14695

UDIN: A039566F001147574

Place: Ahmedabad

Date: September 04, 2024

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

ANNEXURE- A

To,
The Members,
NAAPBOOKS LIMITED
CIN: L72900GJ2017PLC096975
3rd Floor, Business Broadway Centre,
Above V-Mart,
Law garden,
Ahmedabad-380006.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Nirav Soni & Co.
Company Secretaries

sd/-

Mr. Nirav Soni
Proprietor (ACS: A39566)
COP No 14695
UDIN A039566F001147574

Place: Ahmedabad

Date: September 04, 2024

CEO AND CFO CERTIFICATION

To,
The Board of Directors of,
Naapbooks Limited

Dear members of the Board,

We, Ashish Jain, Director & Chief Executive Officer and Yaman Saluja, Whole-Time Director & Chief Financial Officer of Naapbooks Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, and the Statement of Cash Flows for the year ended, and a summary of the significant accounting policies and other explanatory information of the Company and the Board's report for the year ended March 31, 2024.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's Audit Committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
 - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.

- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013.
 - c) Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - d) Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent financial year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle-blowers from unfair termination and other unfair or prejudicial employment practices.
7. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Sd/-
Ashish Jain
Director & CEO
(DIN: 07783857)

Sd/-
Yaman Saluja
Whole-Time Director & CFO
(DIN: 07773205)

INDEPENDENT AUDITOR'S REPORT on STANDALONE FINANCIAL STATEMENTS

To the Members of [Naapbooks Limited](#)

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the financial statements of Naapbooks Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us these financial statements, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, gives a true and fair view in conformity with applicable Accounting standards prescribed under section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India, of the net profit, and other financial information of the Group for the year ended March 31, 2024.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities

under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate, except for the matters referred to in the basis of qualified opinion.

1. We draw your attention that the company has provided Services to Local as well as foreign clients, however in some of the cases no detailed contracts/agreements have been made. Further no detailed records of work performed, software or app developed have been provided. Therefore, due to unavailability of

such details we were unable to determine the specific terms of the agreement, particularly regarding the timing and value of the product or service delivery and revenue recognition in accordance with Accounting Standard (AS) 9- Revenue Recognition.

2. We draw your attention that the company has not maintain a comprehensive fixed assets register and has not perform periodic physical verifications, as no such records have been produced before us. The absence of these controls increases the risk of misstatement of fixed assets and related depreciation in the financial statements.
3. We draw your attention that the company has availed Information technology (IT) design and development services however the Company did not provide us with necessary supporting documentation of detailed breakdowns of the development work performed on which software product they have developed. Without this evidence, we cannot verify the nature and extent of the services received, or the appropriateness of the accounting treatment for these charges. Therefore, due to unavailability of such details we are unable to comment on the accuracy of such expenses booked.

4. We draw your attention that the company has granted Loans and advances to various parties amounting to Rs. 284.79 lacs in the current financial year. The amounts have been advanced without any formal loan agreement and repayment schedule. Further the same are non-Interest bearing therefore the purpose of such loans and advances could not be verified.
5. We draw your attention that an advance of Rs. 27,40,000/- was made to creditors in 2021 for goods or services not yet received. As of the date of our report, no goods or services have been delivered, and the Company has not made a provision for the doubtful recoverability of this advance.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined there are no any key audit matters to be communicated in our report.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in

accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional

omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in

the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and, except for the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the

Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors as on May 30, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or

invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a)

and (b) above, contain any material mis-statement.

- v. The Company has neither declared nor paid any dividend during the year. Hence reporting with respect to compliance under section 123 of the Companies act, 2013 as required in terms of rule 11(f) of Companies (Audit and Auditors) rule, 2014 is not required to be reported.
- vi. In terms of Rule 11(g) of Companies (Audit and Auditors) rule, 2014, we are

required to state as to Whether the company in respect of financial years commencing on or after the 1st April, 2023 has used such accounting software for maintaining its books of accounts which has features of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with.

For, Purushottam Khandelwal & Co
Chartered Accountants

FRN: 0123825W

Sd/-

CA Mahendrasingh S Rao

Partner

Mem. No.: 154239

UDIN: 24154239BKCREY7072

Date: May 30, 2024

Place: Ahmedabad

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
(B) The company has not maintained proper records showing full particulars of intangible assets;
- (b) In our opinion, based on our Audit, the company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. Additionally, the company has not conducted physical verification of its Property, Plant and Equipment at reasonable intervals. As a result, we are unable to determine the accuracy and completeness of records and the existence of any discrepancies between the physical assets and the records.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company does not have any immovable property. (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee)
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us & on the basis of the records examined by us, in our opinion, there is no such inventory exist in the business so there is no possibility of the physical verification of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks

or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

- (iii) The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, LLP or any other parties during the year, in respect of which:
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to other entities:

the aggregate amount during the year with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates is 1,84,45,017/- and balance outstanding at the balance sheet date is Rs. 2,66,01,865/-

the aggregate amount during the year with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates is Rs. 2,40,00,000/- and balance outstanding at the balance sheet date is Rs. 2,97,84,670/-.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are prima facie prejudicial to the company's interest being due to amounts have been advanced without any formal loan agreement and repayment schedule.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans and advance in the nature of loan given, in our opinion the repayment of principal and payment of interest has not been stipulated.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, as there is an absence of loan agreement, we are unable to comment upon the same.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:

Description	All Parties	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A) - Agreement does not specify any terms or period of repayment (B)	563.87 Lacs	268.02 Lacs
Total (A+B)	563.87 Lacs	268.02 Lacs
Percentage of loans/ advances in nature of loans to the total loans	100%	47.53%

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non charging of interest on the loan.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on March 31, 2024 for a period of more than six months from the date they became payable.
- (b) (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company

has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a willful defaulter by any bank or financial institution or other lender.

- (b) According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (c) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.
- (d) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) is not applicable.
- (e) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made preferential allotment or private placement of 10,50,000 equity shares of Rs.10/- each at a price of Rs.72/- during the year.
- (x) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, the company has not an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the

evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) The company is not required to spent an amount towards 'Corporate Social Responsibility' in terms of section 135 of the Companies Act, 2013, Accordingly, the reporting under clause 3(xx) of the Order is not applicable while preparing the report on Standalone Financial Statements.
- (xxi) The present report is on Standalone Financial statements, Accordingly, the reporting under clause 3(xxi) of the Order is not applicable while preparing the report on Standalone Financial statements.

For, Purushottam Khandelwal & Co

Chartered Accountants

FRN: 0123825W

Sd/-

CA Mahendrasingh S Rao

Partner

Mem. No.: 154239

UDIN: 24154239BKCREY7072

Date: May 30, 2024

Place: Ahmedabad

Annexure 'B'

Report on the Internal Financial Controls with Reference to the Aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Referred to in Paragraph 2(f) under 'Report on other Legal and Regulatory Requirements' Section of our Report of Even Date)

(to the Independent Auditors' Report on the standalone financial statements of Naapbooks Limited for the year ended March 31, 2024)

Opinion

We have audited the internal financial controls with reference to financial statements of Naapbooks Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note")

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial

statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Purushottam Khandelwal & Co

Chartered Accountants

FRN: 0123825W

Sd/-

CA Mahendrasingh S Rao

Partner

Mem. No.: 154239

UDIN: 24154239BKCREY7072

Date: May 30, 2024

Place: Ahmedabad

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

Standalone Balance Sheet

Particulars	Note No.	Audited	Audited
		As at 31 st March 2024 (₹ Lakhs)	As at 31 st March 2023 (₹ Lakhs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
Share capital	2	300.66	195.66
Reserves and surplus	3	1380.47	563.74
		1681.13	759.40
(2) Non-current liabilities			
Long-term borrowings	4	40.52	32.62
Deferred tax liabilities (Net)	5	3.60	4.50
		44.13	37.11
(3) Current liabilities			
Short-term borrowings	6	141.05	47.81
Trade payables			
-[A] Total outstanding dues of micro enterprises and small enterprises	7	0.00	0.00
-[B] Total outstanding dues of creditors other than micro enterprises and small enterprises	7	5.75	106.04
Other current liabilities	8	14.04	51.05
Short-term provisions	9	46.17	17.15
		207.02	222.05
Total		1932.27	1018.56
II. ASSETS			
(1) Non-current assets			
Property Plant & Equipment and Intangible assets			
a) Property, Plant and Equipment	10	111.84	84.69
b) Intangible assets	10	53.45	61.32
c) Intangible assets under development	10	205.93	366.40
Non Current Investments	11	542.40	0.30
Other Non Current Assets	12	4.75	4.75
		918.37	517.46
(2) Current assets			
Trade receivables	13	411.02	88.02
Cash and cash equivalents	14	3.76	76.68
Short-term loans and advances	15	595.89	320.03
Other Current Assets	16	3.23	16.36
		1013.90	501.10
Total		1932.27	1018.56
Significant accounting policies	1		
See accompanying notes to financial statements			

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited

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CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

Standalone Statement of Profit and Loss

Particulars	Note No.	Audited	Audited
		For the year ended 31 st March 2024 (₹ Lakhs)	For the year ended 31 st March 2023 (₹ Lakhs)
I. Revenue from operations	17	776.94	521.38
II. Other income	18	1.38	5.76
III. Total Income		778.32	527.14
IV. Expenses			
Development expenses	19	315.75	230.07
Employee benefits expenses	20	128.76	115.48
Finance costs	21	15.18	6.78
Depreciation and Amortisation expenses	22	48.50	47.34
Other expenses	23	49.37	40.73
Total expenses		557.56	440.38
V. Profit before exceptional and extraordinary items and tax - (III- IV)		220.75	86.76
VI. Exceptional items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		220.75	86.76
VIII. Extraordinary items			
IV. Profit before tax		220.75	86.76
V. Tax expense:			
Current tax		56.03	22.37
Tax for Earlier Years		(0.10)	1.12
Deferred tax		(0.90)	0.57
VI. Profit for the year		165.73	62.70
VII. Earnings per equity share:			
Basic and diluted (In Rupees)	24	5.53	3.38
Significant accounting policies	1		
See accompanying notes to financial statements			

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks
Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

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Whole-Time Director & CFO
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Naapbooks Limited

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Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

Standalone Statement of Cash Flows

PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit for the year	220.75	86.76
Add:		
(a) Depreciation & Amortization	48.50	47.34
(b) Financial & Interest Expenses	15.18	6.78
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	284.43	140.87
Add/Deduct:		
(a) Increase/Decrease in Trade Payables	(100.29)	5.09
(b) Increase/Decrease in Other Current Liabilities	(37.01)	24.62
(c) Increase/Decrease in Trade Receivables	(323.00)	214.40
(d) Increase/Decrease in Short Term Loans & Advances	(275.86)	(148.08)
(e) Increase/Decrease in Short Term Borrowing	93.25	41.46
(f) Increase/Decrease in Other Current Assets	13.13	(13.05)
Total Working Capital Adujstment	(629.78)	124.45
CASH GENERATED FROM OPERATIONS	(345.35)	265.32
Deduct:		
Direct Taxes Paid (Net)	26.90	8.06
NET CASH FROM OPERATING ACTIVITIES	(372.25)	257.26
B CASH FLOW FROM INVESTING ACTIVITIES:		
(a) Purchase of Fixed Assets & Intangible Assets under Development	(88.37)	(258.95)
(b) Intangible Assets under development amortized	181.07	0.00
(c) Change in Long Term Investments	(542.10)	0.00
(d) Change in Other Non Current Assets	0.00	3.89
NET CASH USED IN INVESTING ACTIVITIES	(449.41)	(255.06)
C CASH FLOW FROM FINANCING ACTIVITIES:		
(a) Share Issue Proceeds	756.00	72.00
(b) Net Increase in Borrowings (Net of Loan Converted to Equity)	7.91	7.10
(c) Interest exps	(15.18)	(6.78)
NET CASH FROM IN FINANCING ACTIVITIES	748.73	72.32
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	(72.93)	74.51
OPENING BALANCE- CASH AND CASH EQUIVALENT	76.68	2.17
CLOSING BALANCE- CASH AND CASH EQUIVALENT	3.76	76.68

*Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
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Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Notes to Financial Statements

NOTE 1: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES**Corporate Information**

The Company was incorporated as “Naapbooks Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 21, 2017 bearing Registration No. 096975 issued by the Registrar of Companies, Ahmedabad, Gujarat. It was converted into a Public Limited Company and the name of our Company was changed to “Naapbooks Limited” vide a fresh certificate of incorporation consequent to conversion into a public limited company issued by the Registrar of Companies, Gujarat on January 7, 2021.

Company is engaged in the business of providing solutions and services related to Web Technologies, Mobile Applications, Internet, Cloud and E-commerce, including design, develop, operate, own, establish and install. Also, analyzing, designing, maintaining, converting, porting, debugging; coding, outsourcing and programming ‘software’ to be used on computer or any microprocessor-based device or any other such hardware within and outside India.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2024 and authorized for issue on May 30, 2024.

Significant Accounting Policies**a) Basis of preparation of standalone financial statements:**

The standalone financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules there under and other accounting principles generally accepted in India. The standalone financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the standalone financial statements are consistent with those followed in the previous year. All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III of the Companies Act, 2013.

b) Revenue recognition:

- i. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- ii. Revenue from maintenance contracts are recognized pro rata over the period of the contract as and when services are rendered.
- iii. All other income and expenditure are recognized and accounted for on accrual basis.

c) Use of estimates:

The preparation of standalone financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

d) Cash and Cash Equivalents (for purposes of Cash Flow Statement):

Cash and Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

e) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

f) Inventories:

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method. Work in Progress are valued at cost including related overhead costs.

g) Tangible Fixed Assets:

- i. An item is classified as Tangible fixed asset only if it satisfies the recognition criteria stated in AS 10 (i.e.) is probable that future economic benefits will flow to the company and the cost of such item could be measured. Stores and Spares fulfilling the above conditions are also classified as fixed assets. Fixed assets are initially recognized at its purchase price including all costs directly attributable to bring the asset in a ready to use condition. All subsequent cost incurred such as day to day

running expenses, repair and maintenance expenses are treated as revenue expenses except when such expenditure satisfied the recognition criteria stated above. Cost Model is followed after initial recognition i.e. Fixed Assets are carried at cost less accumulated depreciation/amortization/impairment.

- II. Depreciation: Fixed assets are depreciated using the Written Down Value method. Useful lives of assets necessary for calculation of depreciation rates are taken as specified in Schedule II of Companies Act, 2013.
- III. Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.
- IV. Capital Work-in-Progress: Projects under which tangible fixed assets are not yet ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs.

h) Intangible Assets/Intangible Asset under Development:

Intangible Assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

Software Products Developed/Purchased which are held for use in the production or supply of goods and services, for rental to others or for administrative purposes have been recognized as Intangible Assets.

Research Costs are expensed as incurred. Software product development cost are expensed as incurred unless technical and commercial feasibility of the product is demonstrated, future economic benefits are probable, the company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of materials, directs labour, and overhead cost that are directly or indirectly attributable to preparing the asset for intended use.

Self-Generated Intangible assets which are ready for sale are amortized on Straight Line method over their estimated useful life or 10 years, whichever is lower. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

Subsequent Expenditure on Self-Generated Intangible Assets are capitalized only if it will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and the expenditure can be measured and attributed to the asset reliably. Amortization of subsequent expenditure is done in line with that of the original cost over the remaining life of the asset.

Intangible Asset under Development: – All Software Development Expenses eligible for capitalization are recognized as “Intangible Assets under Development” until the Software Product is ready for market.

i) Impairment of assets:

The carrying value of assets/cash generating units at each balance sheet date is reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.

j) Investments:

Investments are classified into current and long-term investments. Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of long-term investments.

k) Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

The company is not having any defined contribution plan and nor has made any provision for payment of Gratuity

l) Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

m) Taxation:

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the reserves directly. In such cases, the tax is also recognized in the reserves.

I. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

II. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

n) Provisions, contingent liabilities and contingent assets:

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present values and are determined based on the best estimate required to settle the obligations at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements and are disclosed in the Notes. A Contingent asset is neither recognized nor disclosed in the financial statements.

o) Earnings Per Share:

Basic earnings per share is computed by dividing the profit/loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.

p) General/Additional Regulatory Information:

- I. Accounting policies not specifically referred to above are consistent with generally accepted accounting principles. Previous year's figures have been regrouped/reclassified wherever applicable
- II. Contingent Liability And Commitments
- III. There are no Contingent Liabilities and commitments that existed or provided during the Current Year.
- IV. Balance Confirmation
- V. Balance of Trade Receivables, Trade Payables, Loans & Advances, Unsecured Loans subject to balance confirmation & resultant reconciliation if any. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation/adjustments.
- VI. Relationship with Struck Off Companies
- VII. The Company do not have any transactions/Relation with companies struck off.
- VIII. Title deeds of Immovable Property not held in name of the company
- IX. There are no such Immoveable properties of which title deed are not held in the name of company.
- X. Registration of charges or satisfaction with Registrar of Companies
- XI. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- XII. Details of Benami Property held- where any proceedings have been initiated or pending against the company for holding any benami property
- XIII. The Company does not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

- XXIX. There are no indications of impairment on any individual cash generating assets or on cash generating units in the opinion of management and therefore no test of impairment is carried out
- XXX. All the known income and expenditure and assets and liabilities have been taken into account and that all the expenditure debited to the profit and loss account have been exclusively incurred for the purpose of the company's business.
- XXXI. The loans and advances made by company are unsecured and treated as current assets and not prejudicial to the interest of the company
- XXXII. The company has obtained the declaration from Directors stating therein that the amount so advanced to the company has not been given out of the funds borrowed/acquired from others by them.
- XXXIII. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- XXXIV. The details of Quarterly Statements of Current Assets filed by the company with the Bank are in agreement with the books of accounts.
- XXXV. Events after the reporting date**
- XXXVI. The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of May 30, 2024, there were no further subsequent events to be reported or recognized.

Naapbooks Limited
(Formerly Known as Naapbooks Private Limited)

Particulars	As at 31-Mar-24 (₹ Lakhs)	As at 31-Mar-23 (₹ Lakhs)
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NOTE 2

SHARE CAPITAL

a Authorised 32,00,000 Equity Shares of Rs. 10/- each (Previous year : 32,00,000 Equity Shares of Rs. 10/- each)	<u>320.00</u>	<u>320.00</u>
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b Issued, subscribed and paid-up Opening: - 19,56,600 Equity Shares of Rs. 10 each fully paid-up (P.Y. 18,56,600 Shares of Rs. 10 each fully paid) Add : Share Issued during the year Closing Share Capital 30,06,600 Equity Shares of Rs. 10 each fully paid-up (P.Y. 19,56,600 Equity Shares of Rs. 10 each fully paid-up)	<u>195.66</u>	<u>185.66</u>
	<u>105.00</u>	<u>10.00</u>
	300.66	195.66

c **The reconciliation of the number of shares and share capital**

Particulars	As at 31-03-2024		As at 31-03-2023	
	No. of shares	Amount (₹ Lakhs)	No. of shares	Amount (₹ Lakhs)
Equity Shares at the beginning of the year	19,56,600.00	195.66	18,56,600.00	185.66
Add: Shares issued	10,50,000.00	105.00	1,00,000.00	10.00
Equity Shares at the end of the year	30,06,600.00	300.66	19,56,600.00	195.66

d **Terms/ rights attached to Equity Shares**

The Company has only one class of Equity Shares having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e **Shareholders holding more than 5 per cent of Equity Shares as at the end of the year**

Name of the Shareholder	As at 31-03-2024		As at 31-03-2023		% Change during the year*
	No. of shares	% of holding	No. of shares	% of holding	
ProEx Advisors LLP	7,50,000	24.95%	0	0.00%	24.95%
Ashish Jain*	4,00,128	13.31%	4,00,128	20.45%	-7.14%
Nirmal Kumar Jain*	2,00,768	6.68%	2,00,768	10.26%	-3.58%
Yaman Saluja*	2,37,600	7.90%	2,37,600	12.14%	-4.24%
Abhishek Nirmal Jain*	2,42,960	8.08%	2,42,960	12.42%	-4.34%
Swati Singh*	88,480	2.94%	88,480	4.52%	-1.58%
	19,19,936	63.86%	11,69,936	59.79%	-20.88%

* There is no change in the number of shares held, however due to the preferential allotment during the year the percentage of shareholding has been decreased.

f Company in its meeting of shareholders through Extra Ordinary General Meeting dated May 25, 2020 resolved in pursuance of the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders was accorded to increase the Authorized Share Capital of the Company from existing ₹ 10 Lakhs divided into 1,00,000 Equity Shares of ₹ 10/- each to ₹ 200 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each by creation of additional 19,00,000 Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Further Company in its meeting of shareholders through Extra Ordinary General Meeting dated March 14, 2023, the consent of the shareholders was accorded to increase the Authorized Share Capital of the Company from existing ₹ 200 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹ 320 Lakhs divided into 32,00,000 Equity Shares of ₹ 10/- each by creation of additional 12,00,000 Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

g 5,50,000/- Fully paid up Equity shares were issued as Bonus Shares by capitalization of Surplus in Profit and Loss A/c in F.Y 2020-21

h Company in its meeting of shareholders through Extra Ordinary General Meeting dated May 25, 2020 resolved in pursuance of the provisions of Section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory enactment, modification etc. thereto, the consent of the members of the Company was accorded for an allotment of 7,22,200 (Seven Lakhs Twenty Two Thousand Two Hundred) Equity Shares of ₹ 10 (Rupees Ten) each of the Company at par by converting Loan taken into Equity Shares by issue of New Equity Shares, distinctively numbered, to Ashish Jain from whom the Company has received loan money aggregating to ₹ 26.92 Lakhs to Nirmal Kumar Jain from whom the Company has received Loan money aggregating to ₹ 15.86 Lakhs, to Yaman Saluja from whom the Company has received Loan money aggregating to ₹ 1.50 Lakhs, to Abhishek Nirmal Jain from whom the Company has received Loan money aggregating to ₹ 24.24 Lakhs and to Kusum Kothari from whom the Company has received Loan money aggregating to ₹ 3.70 Lakhs in a measure to reduce its debt. The said Equity Shares shall rank pari-passu with existing Equity Shares in all respects.

i During the year F.Y 2020-21 the company has allotted 35,200 shares of Rs. 10/- each at a price of Rs. 71/- on a preferential basis

j During the year F.Y 2021-22 the company has allotted 5,39,200 shares of Rs. 10/- each at a price of Rs. 74/- through Initial Public Offer

k Company in its meeting of shareholders through Extra Ordinary General Meeting dated March 14, 2023 resolved in pursuance of the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders was accorded to issue and allot 11,50,000 (Eleven lakh fifty thousand) equity shares of 10/- each at price of 72/- each on preferential basis

Consequently during the year F.Y 2022-23 the company has allotted 1,00,000 shares of Rs. 10/- each at a price of Rs. 72/- on a preferential basis

Further in the F.Y 2023-24 the company has allotted 10,50,000 shares of Rs. 10/- at the price of Rs. 72/- on a preferential basis. Out of which 7,50,000 shares has been allotted for consideration other than cash by way of share swap basis.

l **Details of Shareholding of Promoters: -**

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Particulars	As at 31-Mar-24 (₹ Lakhs)		As at 31-Mar-23 (₹ Lakhs)	

Shares held by promoters as at March 31, 2024 is as follows:

Promoter Name	As at 31st ^{March, 2024}		As at 31 st March, 2023		% Change During the year*
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Ashish Jain	4,00,128	13.31%	4,00,128.00	20.45%	-7.14%
Yaman Saluja	2,37,600	7.90%	2,37,600.00	12.14%	-4.24%
Swati Singh	88,480	2.94%	88,480.00	4.52%	-1.58%
Total	7,26,208	24.14%	7,26,208.00	37.12%	-12.96%

* There is no change in the number of shares held by promoters, however due to the preferential allotment during the year the percentage of shareholding has been reduced by 12.96%

Shares held by promoters as at March 31, 2023 is as follows:

Promoter Name	As at 31st March, 2023		As at 31st March, 2022		% Change During the year*
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Ashish Jain	4,00,128	20.45%	4,00,128.00	21.55%	-1.10%
Yaman Saluja	2,37,600	12.14%	2,37,600.00	12.80%	-0.65%
Swati Singh	88,480	4.52%	88,480.00	4.77%	-0.24%
Total	7,26,208	37.11%	7,26,208.00	39.11%	-2.00%

* There is no change in the number of shares held by promoters, however due to the preferential allotment during the year the percentage of shareholding has been reduced by 2.00%

NOTE 3

RESERVES AND SURPLUS

a Securities Premium		
Opening Balance	428.56	366.56
Add: Addition during the year	651.00	62.00
Closing Balance	1079.56	428.56
b Statement of Profit and Loss - surplus/ deficit:		
Opening Balance	135.18	72.48
Add: Profit for the year	165.73	62.70
Closing balance	300.91	135.18
	1380.47	563.74

NOTE 4

LONG -TERM BORROWINGS

Secured Loans From Banks

Bank of India Car Loan	5.40	7.15
Less: Amount Repayable in the next 12 months	1.93	1.74
	3.47	5.41

Unsecured Loans from related parties

Unsecured Loan From Banks and Financial Institutions	14.42	27.21
Less: Amount Repayable in the next 12 months	35.07	0.00
	12.44	0.00
	37.05	27.21
	40.52	32.62

Secured Loan: - Car Loan of Rs. 9.40 Lakhs had been in the year FY 2021-22 from Bank of India taken whose original tenure is 60 months. The Loan is currently carrying 10.10% rate of Interest and is repayable in equated monthly installments of Rs. 19,871/- each. Loan is secured by charge on the Vehicle Maruti XL ZETA.

Unsecured Loan: - Loans from related parties are not repayable on demand. During the financial year 2020-21, 7,22,200/- (Seven Lakhs Twenty Two Thousand Two Hundred) Equity Shares of ₹ 10 (Rupees Ten) each were issued at par by converting unsecured loan of Rs. 72,22,000/- in F.Y 2020-21. Refer Note 2 for details.

Unsecured Loans of Rs. 20.21 Lakhs had been availed from Hero Fincorp Limited whose tenure is 36 Months. The loan is carrying 17% rate of interest and is repayable in equated monthly installments of Rs. 72055/- each.

Unsecured Loans of Rs. 20 Lakhs had been availed from Kotak Mahindra Bank Limited whose tenure is 36 months. The loan is carrying 17.10% rate of interest and is repayable in equated monthly installments of Rs. 71,310/- each.

Naapbooks Limited
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Particulars	As at 31-Mar-24 (₹ Lakhs)	As at 31-Mar-23 (₹ Lakhs)
NOTE 5		
DEFERRED TAX LIABILITY (Net)		
Opening Balance		4.50
Add: During the year		(0.90)
Closing Balance		<u>3.60</u> <u>4.50</u>

Reconciliation of Deferred Tax Liability

Particulars	Opening Balance	Charge/(Credit) in Statement of Profit and Loss	Closing Balance
For the year ended 31st March, 2024			
Accelerated Depreciation for Tax Purposes	4.50	(0.90)	3.60
For the year ended 31st March, 2023			
Accelerated Depreciation for Tax Purposes	3.93	0.57	4.50

NOTE 6

SHORT -TERM BORROWINGS

Bank OD	126.69	46.07
Current maturities of long-term borrowings	14.36	1.74
	<u>141.05</u>	<u>47.81</u>

Short Term Borrowing i.e OD from Yes Bank is secured by exclusive charge over the current assets including Trade Receivables, Inventories of the company (Both present and future)

NOTE 7

TRADE PAYABLES

Total outstanding dues of micro enterprises and small enterprises	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	5.75	106.04
	<u>5.75</u>	<u>106.04</u>

Ageing for Trade Payables outstanding as at 31st March, 2024

Trade Payables Ageing Schedule	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	5.02	0.48	0.10	0.16	5.75
Disputed Dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed Dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
	<u>5.02</u>	<u>0.48</u>	<u>0.10</u>	<u>0.16</u>	<u>5.75</u>

Ageing for Trade Payables outstanding as at 31st March, 2023

Trade Payables Ageing Schedule	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	104.79	1.10	0.16	0.00	106.04
Disputed Dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed Dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
	<u>104.79</u>	<u>1.10</u>	<u>0.16</u>	<u>0.00</u>	<u>106.04</u>

NOTE 8

OTHER CURRENT LIABILITIES

Statutory dues	6.86	11.37
Advances From Debtors	0.00	20.78
Salary Payable	7.18	18.91
	<u>14.04</u>	<u>51.05</u>

NOTE 9

SHORT-TERM PROVISIONS

Provision for current income tax (net)	46.17	17.15
	<u>46.17</u>	<u>17.15</u>

Naapbooks Limited

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 NOTE 10
 PROPERTY PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Description	Rate %	Gross Block at Cost				Depreciation				Net Block		
		As at 01-Apr-23	Additions	Disposals/Transfers	As at 31-Mar-24	As at 01-Apr-23	Additions	Disposals/Expensed Out	As at 31-Mar-24	As at 31-Mar-23	As at 31-Mar-24	
Property Plant and Equipment												
Building	9.50	0.00	34.96	0.00	34.96	0.00	0.01	0.00	0.01	0.00	34.95	0.00
Furniture and Fixtures	25.89	21.14	0.00	0.00	21.14	15.23	1.53	0.00	16.76	4.38	4.38	5.91
Office Equipments	45.07	11.59	0.96	0.00	12.54	9.68	0.80	0.00	10.48	2.06	2.06	1.91
Electrical Fittings	25.89	1.61	0.00	0.00	1.61	1.13	0.13	0.00	1.25	0.36	0.36	0.49
Computers	63.16	65.81	31.86	0.00	97.67	42.01	18.07	0.00	60.08	37.59	37.59	23.80
Computer Server	39.30	105.02	0.00	0.00	105.02	60.26	17.64	0.00	77.90	27.12	27.12	44.76
Veichles	31.23	16.89	0.00	0.00	16.89	9.18	2.42	0.00	11.59	5.30	5.30	7.72
Veichles	25.89	0.48	0.00	0.00	0.48	0.36	0.03	0.00	0.39	0.09	0.09	0.12
Total (A)		222.53	67.78	0.00	290.30	137.84	40.63	0.00	178.47	111.84	111.84	84.09
Intangible assets												
Computer software	63.16	0.89	0.00	0.89	0.00	0.89	0.00	0.89	0.00	0.00	0.00	0.00
VizMan Application	10.00	78.49	0.00	0.00	78.49	17.16	7.87	0.00	25.03	53.45	53.45	61.32
Total (B)		79.37	0.00	0.89	78.49	18.05	7.87	0.89	25.03	53.45	53.45	61.32
Intangible assets under development												
Computer software		366.40	20.60	0.00	387.00	0.00	0.00	(181.07)	181.07	205.93	205.93	366.40
Total (C)		366.40	20.60	0.00	387.00	0.00	0.00	(181.07)	181.07	205.93	205.93	366.40
Total (A+B+C)		668.31	88.37	0.89	755.79	155.89	48.50	(180.18)	384.57	371.22	371.22	512.41

Note: For details of Accounting Policies on Depreciation on Tangible Assets and Amortization on Intangible Assets please refer Note 1.

Ageing Schedule for Intangible Assets under development: -

Intangible Assets Under Development	Amount in CWIP for a period of				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Gross Value of Projects in Progress	20.60	233.85	132.55	0.00	387.00
Less: Cost Amortized as Development Expenses due to sale of License	10.30	104.50	66.27	0.00	181.07
Net Value of Projects in Progress	10.30	129.36	66.27	0.00	205.93

Note: - Completion of Projects in Progress is not overdue and nor the cost has exceeded from its original plan

Naapbooks Limited

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Particulars	As at 31-Mar-24 (₹ Lakhs)	As at 31-Mar-23 (₹ Lakhs)				
NOTE 11						
NON-CURRENT INVESTMENTS						
(Long Term Investments)						
(Unquoted, at cost)						
Investment in Ndear Technologies Private Limited (Associate Company)	0.30	0.30				
Investment in Cafe Blockchain Private Limited (Suzidiary Company)	0.75	0.00				
Investment in ProEx Advisors LLP (Associate Entity)	541.27	0.00				
Investment in Mysa Technologies Private Limited	0.08	0.00				
	542.40	0.30				
NOTE 12						
OTHER NON-CURRENT ASSETS						
Security deposits	4.75	4.75				
	4.75	4.75				
NOTE 13						
TRADE RECEIVABLES						
(Unsecured, considered good)						
From Related Parties	180.09	16.61				
From Others	230.93	71.41				
	411.02	88.02				
Ageing for Trade Receivable as at 31st March, 2024						
Trade Receivables Ageing Schedule	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
i Undisputed Trade Receivables - Considered Good	336.31	67.03	4.04	1.29	2.36	411.02
ii Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii Disputed Trade Receivables - Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
iv Disputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
	336.31	67.03	4.04	1.29	2.36	411.02
Ageing for Trade Receivable as at 31st March, 2023						
Trade Receivables Ageing Schedule	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
i Undisputed Trade Receivables - Considered Good	20.74	63.91	0.96	1.21	1.19	88.02
ii Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii Disputed Trade Receivables - Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
iv Disputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
	20.74	63.91	0.96	1.21	1.19	88.02
NOTE 14						
CASH AND CASH EQUIVALENTS						
Balances with banks	0.00	72.00				
Cash on hand	3.76	4.68				
	3.76	76.68				
NOTE 15						
SHORT-TERM LOANS AND ADVANCES						
(Unsecured, considered good)						
Advances to Suppliers and Employees	32.03	41.27				
Advance Receivable In Cash or Kind	295.85	176.75				
Advances to Related Parties	268.02	102.01				
	595.89	320.03				
NOTE 16						
OTHER CURRENT ASSETS						
Prepaid Expenses	0.53	0.94				
Other Current Assets	2.71	15.42				
	3.23	16.36				

Naapbooks Limited

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Particulars	As at 31-Mar-24 (₹ Lakhs)	As at 31-Mar-23 (₹ Lakhs)
NOTE 17		
REVENUE FROM OPERATIONS		
Sale of services	776.94	521.38
	776.94	521.38
NOTE 18		
OTHER INCOME		
Misc Income	0.07	0.11
Interest income	0.03	0.65
IPO Subsidy	0.00	5.00
Profit From ProEx Advisors LLP	1.27	0.00
	1.38	5.76
NOTE 19		
OPERATIONAL AND MAINTENANCE EXPENSES		
Development Charges	315.75	230.07
	315.75	230.07
NOTE 20		
EMPLOYEE BENEFITS EXPENSES		
Salaries, Stipend and wages	88.96	91.25
Gratuity Expense	0.87	
Director Remuneration	32.38	11.10
Director Sitting Fees	1.14	1.02
Employers Contribution to PF	2.09	2.89
ESIC Expenses	0.22	6.23
Professional Tax Expenses	0.02	0.04
Staff Welfare Expenses	3.09	2.94
	128.76	115.48
NOTE 21		
FINANCE COST		
Bank charges	4.00	1.31
Bank Interest	5.25	4.39
Interest on Car Loan	0.64	0.72
Interest on Income Tax Expense	1.84	0.36
Interest on Unsecured loans	3.46	0.00
	15.18	6.78
NOTE 22		
DEPRECIATION AND AMORTIZATION		
Depreciation	40.63	39.49
Amortization of Intangible Assets	7.87	7.85
	48.50	47.34

Naapbooks Limited

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Particulars	As at 31-Mar-24 (₹ Lakhs)	As at 31-Mar-23 (₹ Lakhs)
NOTE 23		
OTHER EXPENSES		
Advertisement, Publicity & Business Development	2.59	3.45
Annual Custody Fees, Listing Fees and Corporate Action Fees	0.94	1.17
Auditors' Remuneration	0.25	1.00
Books & Periodicals	0.03	
Cloud Charges	0.00	0.09
Commission	1.25	0.95
Conveyance Expenses	1.42	1.49
Electricity Expense	4.10	4.90
Foreign Currency Fluctuation	2.47	2.39
Insurance Expenses	0.25	0.18
Internet Expense	1.00	1.00
IPO Expenses	0.00	1.84
Late Payment Interest and Fees	0.01	0.26
MCA Charges	0.09	1.61
Misc Charges	0.49	0.37
Office Expenses	0.83	1.63
Office Maintenance & Taxes	4.29	3.46
Postage and Courier	0.01	0.01
Printing & Stationary	0.20	0.31
Legal and Professional Expenses	2.38	0.80
Refreshment Expenses	0.77	0.61
Rent	23.25	11.45
Repair and Maintenance	2.17	0.76
Software and Theme Expenses	0.28	0.44
Telephone Exp.	0.26	0.17
Traveling Exp.	0.04	0.40
	49.37	40.73
NOTE 24		
EARNING PER SHARE		
Net profit / (loss) after tax attributable to equity shares	165.73	62.70
Number of weighted equity shares	29,95,125.00	18,56,600.00
Adjusted Number of weighted equity shares*	29,95,125.00	18,56,600.00
Nominal value of shares (In Rupees)	10.00	10.00
Basic and diluted earning per share in rupees	5.53	3.38

Naapbooks Limited

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Particulars	As at	As at
	31-Mar-24 (₹ Lakhs)	31-Mar-23 (₹ Lakhs)

NOTE 25**RELATED PARTY DISCLOSURES**

- 1 As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2006, the disclosure of transactions with the related parties as defined in the Accounting Standard and identified by the company are given below:

For the year Ended March 31, 2024

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs) (Excluding Taxes)
1	Proex Advisors LLP	Advances Given	Associate Firm	176.34
2	Proex Advisors LLP	Receiving Services	Associate Firm	11.56
3	ProEx Consulting	Receiving Services	Director's Firm	13.50
4	Abhishek Jain	Sitting Fees	Director	0.36
5	Abhishek Jain	Loan Taken	Director	5.75
6	Abhishek Jain	Loan Repaid	Director	13.00
7	Siddharth Soni	Sitting Fees	Director	0.12
8	Nirmal Jain	Remuneration	Director	10.00
9	Yaman Saluja	Remuneration	Director	12.00
10	Ashish Jain	Remuneration	Director	15.00
11	Ruchita Jain	Salary	Director's Spouse	6.00
12	Sahul Jotaniya	Salary	Company Secretary	6.39
13	NPBook Software	Rendering Services	Company in which Director is interested	180.09
14	VCAN & Co	Advances Given	Director's Firm	2.00

- 2 Amounts outstanding to related parties are as follows: -

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	Ashish Jain	Unsecured Loan	Director	4.00
2	Abhishek Jain	Unsecured Loan	Director	0.01
3	Nirmal Jain	Unsecured Loan	Director	3.06
4	Yaman Saluja	Unsecured Loan	Director	7.35
5	Sahul Jotaniya	Salary	Company Secretary	0.55
6	Abhishek Jain	Sitting Fees Payable	Director	0.58

- 3 Advances to Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Advances recivables in cash/kind	Associate Firm	265.02
2	Ndear Technologies Private Limited	Advances recivables in cash/kind	Associate Company	1.00
3	Ruchita Jain	Advances Salary	Director's Spouse	0.52
4	VCAN & Co	Advances recivables in cash/kind	Director's Firm	2.00

- 4 Amounts Receivable from Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Investment in Associates	Associate Firm	541.27
2	Café Blockchain Private Limited	Investment in Subsidiary	Subsidiary Company	0.75
3	NPBook Software	Trade Receivables	Company in which Director is interested	180.09

Naapbooks Limited
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Particulars	As at			
	31-Mar-24 (₹ Lakhs)	31-Mar-23 (₹ Lakhs)		
For the year Ended March 31, 2023				
Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs) (Exlcuding Taxes)
1	Proex Advisors LLP	Rendering of Services	Directors Firm	93.54
2	Proex Consulting	Receiving Services	Directors Firm	83.09
3	Abhishek Jain	Sitting Fees	Director	0.36
4	Siddharth Soni	Sitting Fees	Director	0.12
5	Nirmal Jain	Remuneration	Director	10.00
6	Yaman Saluja	Remuneration	Director	12.00
7	Ashish Jain	Remuneration	Director	15.00
8	Ruchita Jain	Salary	Director's Spouse	6.00
9	Niharika Shah	Salary	Company Secretary	4.35
10	Sahul Jotaniya	Salary	Company Secretary	0.35

2 Amounts outstanding to related parties are as follows: -

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	Ashish Jain	Unsecured Loan	Director	0.41
2	Abhishek Jain	Unsecured Loan	Director	6.93
3	Nirmal Jain	Unsecured Loan	Director	8.08
4	Yaman Saluja	Unsecured Loan	Director	11.79
5	Ruchita Jain	Salary Payable	Director's Spouse	6.50
6	ProEx Consulting	Trade Creditors	Director's Firm	0.33
7	Sahul Jotaniya	Salary	Company Secretary	0.42

3 Advances to Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Advances recivables in cash/kind	Director's Proprietorship Firm	101.01
2	Ndear Technologies Private Limited	Advances recivables in cash/kind	Associate Company	1.00

4 Amounts Receivable from Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Trade Receivables	Director's Firm	16.61

NOTE 26

OTHER MATTERS:

1 Payment to Auditors:

	2023-24 (₹ Lakhs)	2022-23 (₹ Lakhs)
a. Audit fee	0.50	0.50
b. For Tax Audit	0.00	0.25
	0.50	0.75

Naapbooks Limited
(Formerly Known as Naapbooks Private Limited)

Particulars	As at 31-Mar-24 (₹ Lakhs)	As at 31-Mar-23 (₹ Lakhs)
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NOTE 27

ADDITIONAL REGULATORY INFORMATION

Ratios

Ratio	Numerator	Denominator	Current Year 31-Mar-2024	Previous Year 31-Mar-2023
(a) Current Ratio (In Times)	Total Current assets	Total Current liabilities	4.90	2.26
(b) Debt-Equity Ratio (In Times)	Total Debt (Consists of Long Term Borrowings and Short Term Borrowings)	Shareholder's Fund	0.11	0.11
(c) Debt Service Coverage Ratio (In Times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service = Interest + Principal repayment	13.71	16.76
(d) Return on Equity Ratio (in %)	Profit for the year	Average Shareholder's Equity	13.58%	8.99%
(e) Trade Receivables turnover ratio (In Times)	Revenue from operations	Average Trade Receivable	3.11	2.67
(f) Trade payables turnover ratio (In Times)	Purchases of services + Cost of equipment and other expenses	Average Trade Payables	7.67	4.25
(g) Net capital turnover ratio (In Times)	Revenue from operations	Average working capital = Total current assets less Total current liabilities)	1.43	1.67
(h) Net profit ratio (In %)	Profit for the year	Revenue from Operations	21.33%	12.03%
(i) Return on Capital employed (In %)	Profit before taxes and Finance Cost	Capital Employed = Net worth + Deferred tax liabilities + Long Term Borrowing	13.68%	11.74%

Explanation for change in the ratios by more than 25%:

- a) Current Ratio has increased due to increase in the total current assets
- b) Return on Equity has increased due to increase in revenue and in turn profit margin
- c) Trade Payables Turnover Ratio has increased due to decrease in the average credit period
- d) Net Profit Ratio has increased due to increase in revenue and in turn profit margin

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

CA Mahendrasingh S Rao
Partner
M. No. 154239

Place: Ahmedabad
Date: 30th May, 2024

For and on behalf of the Board of Directors of Naapbooks Limited

Nirmal Jain
Chairman & Director
DIN: 07773203

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Place: Ahmedabad
Date: 30th May, 2024

Ashish Jain
Director & CEO
DIN: 07783857

Sahul Jotaniya
Company Secretary
M. No. A43006

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

INDEPENDENT AUDITOR'S REPORT
on
CONSOLIDATED FINANCIAL STATEMENTSTo the Members of **Naapbooks Limited****Report on the Audit of the Consolidated Financial Statements****Qualified Opinion**

We have audited the consolidated financial statements of Naapbooks Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates, which comprise the consolidated balance sheet as at March 31, 2024, and the consolidated statement of profit and loss and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the 'Basis for Qualified opinion' section of report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013

("Act") in the manner so required and give a true and fair view in conformity with the accounting standard prescribed under section 133 of the Act read with the companies (Accounting Standard) Rules, 2021, as amended ("AS") and other accounting principal generally accepted in India, of the consolidated state of affairs of the Group, its associates as at March 31, 2024, of its consolidated profit and loss and consolidated cash flows for the year then ended.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together

with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in “Other Matter” paragraph below, is sufficient and appropriate to provide a basis for our opinion except for the matters referred to in the basis of qualified opinion.

1. We draw your attention that the company has provided Services to Local as well as foreign clients, however in some of the cases no detailed contracts/agreements have been made. Further no detailed records of work performed, software or app developed have been provided. Therefore, due to unavailability of such details we were unable to determine the specific terms of the agreement, particularly regarding the timing and value of the product or service delivery and revenue recognition in accordance with Accounting Standard (AS) 9- Revenue Recognition.
2. We draw your attention that the company has not maintain a comprehensive fixed assets

register and has not perform periodic physical verifications, as no such records have been produced before us. The absence of these controls increases the risk of misstatement of fixed assets and related depreciation in the financial statements.

3. We draw your attention that the company has availed Information technology (IT) design and development services however the Company did not provide us with necessary supporting documentation of detailed breakdowns of the development work performed on which software product they have developed. Without this evidence, we cannot verify the nature and extent of the services received, or the appropriateness of the accounting treatment for these charges. Therefore, due to unavailability of such details we are unable to comment on the accuracy of such expenses booked.
4. We draw your attention that the company has granted Loans and advances to various parties amounting to Rs. 284.79 lacs in the current financial year. The amounts have been advanced without any formal loan agreement and repayment schedule. Further the same are

non-Interest bearing therefore the purpose of such loans and advances could not be verified.

5. We draw your attention that an advance of Rs. 27,40,000/- was made to creditors in 2021 for goods or services not yet received. As of the date of our report, no goods or services have been delivered, and the Company has not made a provision for the doubtful recoverability of this advance.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined there are no any key audit matters to be communicated in our report.

Information other than the financial statements and auditors' report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the consolidated financial statements

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit/ loss and other financial information of the Group including its associates and jointly controlled entities in accordance with the recognition and measurement principles laid down in accounting standards

specified under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates and jointly controlled entities and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group and of its associates and jointly

controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures

made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other

matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not review and audit the financial statements of a Cafe Blockchain Private Limited (subsidiary) for the half year

ended and year ended March 31, 2024 respectively, included in the consolidated financial results, whose financial statements reflect total assets of Rs. 1 lac as at March 31, 2024 and total revenues of Rs. Nil for the half year ended and year ended March 31, 2024, total net profit after tax of Rs. Nil and Rs. (0.13) lac for the half year ended and year ended March 31, 2024 respectively and net cash inflows of Rs. 1.00 lac for the year ended March 31, 2024, as considered in the Statement. The consolidated financial results also includes the Group's share of profit after tax of Rs. Nil and Rs. 1.27 lac for the half year ended and year ended March 31, 2024 respectively, in respect of 2 associates, whose financial statements have not been audited by us. The financial statement is unaudited and has been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial statement. In our opinion and according to the information and explanations given to us by the Board of Directors, the financial statement is not material to the Group. Our report on the Statement is not modified in respect of the above matter with respect to our reliance on the financial statement certified by the Board of the Directors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the

consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of Holding Company as on May 30, 2024 taken on record by the Board of Directors, none of the directors of the Group Companies is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. With respect to the other matters to be

included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"

2.B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures, as noted in the "Other Matters" paragraph:

- a) The consolidated financial statements disclose the impact of pending litigations as at March 31, 2024 on the consolidated financial position of the Group, its associates and joint ventures.
- b) The Group, its associates and joint ventures did not have any material foreseeable losses on long term contracts including derivative contracts during the year ended March 31, 2024.
- c) There has been no transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India during the year ended March 31, 2024.
- d) (i) The respective management of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies, associate companies and joint venture companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on

behalf of the Holding Company or any of such subsidiary companies, associate companies and joint venture companies (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiary companies, associate companies and joint venture companies from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies, associate companies and joint venture companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our or other auditors notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e) None of the group companies has declared and paid any dividend during the year under review.

f) Based on our examination which included test checks, the Holding Company and its subsidiary company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, where audit trail (edit log) facility was enabled and operated throughout the year for the accounting software, we did not come across any instance of the audit trail feature being tampered with.

2.C. With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Purushottam Khandelwal & Co
Chartered Accountants

FRN: 0123825W

Sd/-

CA Mahendrasingh S Rao

Partner

Mem. No. : 154239

UDIN: 24154239BKCREZ8279

Date: May 30, 2024

Place: Ahmedabad

Annexure 'A'

To the Independent Auditors' Report on the consolidated financial statements of Naapbooks Limited for the year ended March 31, 2024.

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In respect of the following entities the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report:

Sr No.	Name of the Entities	CIN	Relationship
1.	Cafe Blockchain Private Limited	U62091GJ2023PTC140857	Subsidiary
2.	Ndear Technologies Private Limited	U72900GJ2019PTC106922	Associates
3.	Proex Advisors LLP	AAJ-8215	Associates

For, Purushottam Khandelwal & Co
Chartered Accountants

FRN: 0123825W

Sd/-

CA Mahendrasingh S Rao

Partner

Mem. No. : 154239

UDIN: 24154239BKCREZ8279

Date: May 30, 2024

Place: Ahmedabad

Annexure 'B'

Report on the Internal Financial Controls with Reference to the Aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Referred to in Paragraph 2(A)(g) under 'Report on other Legal and Regulatory Requirements' Section of our Report of Even Date)

(to the Independent Auditors' Report on the Consolidated financial statements of Naapbooks Limited for the year ended March 31, 2024)

Opinion

In conjunction with our audit of the consolidated financial statements of Naapbook Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, its associate companies and joint venture companies, as of that date.

In our opinion and based on the consideration of reports the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial

Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements,

whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that

could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has in all material respect, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the Internal control over financial reporting criteria by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Purushottam Khandelwal & Co
Chartered Accountants

FRN: 0123825W

Sd/-

CA Mahendrasingh S Rao

Partner

Mem. No. : 154239

UDIN: 24154239BKCREZ8279

Date: May 30, 2024

Place: Ahmedabad

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

Consolidated Balance Sheet

Particulars	Note No.	Audited	Audited
		As at 31 st March 2024 (₹ Lakhs)	As at 31 st March 2023 (₹ Lakhs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
Share capital	2	300.66	195.66
Reserves and surplus	3	1380.37	563.74
		1681.03	759.40
Minority Interest			
		0.22	0.00
(2) Non-current liabilities			
Long-term borrowings	4	40.52	32.62
Deferred tax liabilities (Net)	5	3.60	4.50
		44.13	37.11
(3) Current liabilities			
Short-term borrowings	6	141.05	47.81
Trade payables			
-[A] Total outstanding dues of micro enterprises and small enterprises	7	0.00	0.00
-[B] Total outstanding dues of creditors other than micro enterprises and small enterprises	7	5.89	106.04
Other current liabilities	8	14.04	51.05
Short-term provisions	9	46.17	17.15
		207.15	222.05
Total		1932.52	1018.56
II. ASSETS			
(1) Non-current assets			
Property Plant & Equipment and Intangible assets			
a) Property, Plant and Equipment	10	111.84	84.69
b) Intangible assets	10	53.45	61.32
c) Intangible assets under development	10	205.93	366.40
Non Current Investments	11	541.65	0.30
Other Non Current Assets	12	4.75	4.75
		917.62	517.46
(2) Current assets			
Trade receivables	13	411.02	88.02
Cash and cash equivalents	14	4.76	76.68
Short-term loans and advances	15	595.89	320.03
Other Current Assets	16	3.23	16.36
		1014.90	501.10
Total		1932.52	1018.56
Significant accounting policies	1		
See accompanying notes to financial statements			

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

Consolidated Statement of Profit and Loss

Particulars	Note No.	Audited	Audited
		For the year ended 31st March 2024 (₹ Lakhs)	For the year ended 31st March 2023 (₹ Lakhs)
I. Revenue from operations	17	776.94	521.38
II. Other income - Including Share of Associates	18	1.38	5.76
III. Total Income		778.32	527.14
IV. Expenses			
Development expenses	19	315.75	230.07
Employee benefits expenses	20	128.76	115.48
Finance costs	21	15.18	6.78
Depreciation and Amortisation expenses	22	48.50	47.34
Other expenses	23	49.51	40.73
Total expenses		557.70	440.38
Profit before exceptional and extraordinary items and tax			
V. -		220.62	86.76
(III- IV)			
VI. Exceptional items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		220.62	86.76
VIII. Extraordinary items			
IV. Profit before tax		220.62	86.76
V. Tax expense:			
Current tax		56.03	22.37
Tax for Earlier Years		(0.10)	1.12
Deferred tax		(0.90)	0.57
VI. Profit After Tax before Minority Interest		165.59	62.70
VII. Minority Interest		(0.03)	0.00
VIII. Profit for the year after tax and Minority Interest		165.62	62.70
IX. Earnings per equity share:			
Basic and diluted (In Rupees)	24	5.53	3.38
Significant accounting policies	1		
See accompanying notes to financial statements			

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

Consolidated Cash Flow Statement

PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit for the year	220.62	86.76
Add:		
(a) Depreciation & Amortization	48.50	47.34
(b) Financial & Interest Expenses	15.18	6.78
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	284.30	140.87
Add/Deduct:		
(a) Increase/Decrease in Trade Payables	(100.15)	5.09
(b) Increase/Decrease in Other Current Liabilities	(37.01)	24.62
(c) Increase/Decrease in Trade Receivables	(323.00)	214.40
(d) Increase/Decrease in Short Term Loans & Advances	(275.86)	(148.08)
(e) Increase/Decrease in Short Term Borrowing	93.25	41.46
(f) Increase/Decrease in Other Current Assets	13.13	(13.05)
Total Working Capital Adjustment	(629.64)	124.45
CASH GENERATED FROM OPERATIONS	(345.35)	265.32
Deduct:		
Direct Taxes Paid (Net)	26.90	8.06
NET CASH FROM OPERATING ACTIVITIES	(372.25)	257.26
B CASH FLOW FROM INVESTING ACTIVITIES:		
(a) Purchase of Fixed Assets & Intangible Assets under Development	(88.37)	(258.95)
(b) Intangible Assets under development amortized	181.07	0.00
(c) Change in Long Term Investments	(541.35)	0.00
(d) Change in Other Non Current Assets	0.00	3.89
NET CASH USED IN INVESTING ACTIVITIES	(448.66)	(255.06)
C CASH FLOW FROM FINANCING ACTIVITIES:		
(a) Share Issue Proceeds	756.00	72.00
(b) Net Increase in Borrowings (Net of Loan Converted to Equity)	7.91	7.10
(c) Interest exps	(15.18)	(6.78)
(d) Minority Interest	0.25	0.00
NET CASH FROM IN FINANCING ACTIVITIES	748.98	72.32
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	(71.93)	74.51
OPENING BALANCE- CASH AND CASH EQUIVALENT	76.68	2.17
CLOSING BALANCE- CASH AND CASH EQUIVALENT	4.76	76.68

*Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited
(Formerly Known as Naapbooks Private Limited)

Notes to Financial Statements

NOTE 1: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES

Background:

Naapbooks Limited (“the Company”) and its subsidiary (collectively together referred to as “the Group”) is engaged in the business of providing solutions and services related to Web Technologies, Mobile Applications, Internet, Cloud and E-commerce, including design, develop, operate, own, establish and install. Also, analyzing, designing, maintaining, converting, porting, debugging; coding, outsourcing and programming ‘software’ to be used on computer or any microprocessor-based device or any other such hardware within and outside India.

The Company was incorporated as “Naapbooks Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 21, 2017 bearing Registration No. 096975 issued by the Registrar of Companies, Ahmedabad, Gujarat. It was converted into a Public Limited Company and the name of our Company was changed to “Naapbooks Limited” vide a fresh certificate of incorporation consequent to conversion into a public limited company issued by the Registrar of Companies, Gujarat on January 7, 2021.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2024 and authorized for issue on May 30, 2024.

Significant Accounting Policies

a) Basis of preparation of Consolidated financial statements:

The consolidated financial statements of the group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules there under and other accounting principles generally accepted in India. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the group and other criteria set out in the Schedule III of the Companies Act, 2013.

Principles of consolidation

The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as of the Company.

The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealized profits or losses have been fully eliminated.
- The consolidated financial statements include the share of profit / loss of associate companies, which are accounted under the 'Equity method' as per which the share of profit / loss of the associate company has been adjusted to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date on which investment in the subsidiary is made, is recognized as 'Goodwill (on consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made, the difference is treated as 'Capital Reserve (on consolidation)' in the consolidated financial statements.
- Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments in the subsidiary companies are made and further movements in their share in the equity, subsequent to the dates of investments.

b) Revenue recognition:

- I. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured.
- II. Revenue from maintenance contracts are recognized pro rata over the period of the contract as and when services are rendered.
- III. All other income and expenditure are recognized and accounted for on accrual basis.

c) Use of estimates:

The preparation of consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

d) Cash and Cash Equivalents (for purposes of Cash Flow Statement):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

e) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the group are segregated based on the available information.

f) Inventories:

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method.

Work in Progress are valued at cost including related overhead costs.

g) Tangible Fixed Assets:

- I. An item is classified as Tangible fixed asset only if it satisfies the recognition criteria stated in AS 10 (i.e.) is probable that future economic benefits will flow to the group and the cost of such item could be measured. Stores and Spares fulfilling the above conditions are also classified as fixed assets. Fixed assets are initially recognized at its purchase price including all costs directly attributable to bring the asset in a

ready to use condition. All subsequent cost incurred such as day to day running expenses, repair and maintenance expenses are treated as revenue expenses except when such expenditure satisfied the recognition criteria stated above. Cost Model is followed after initial recognition i.e. Fixed Assets are carried at cost less accumulated depreciation/amortization/impairment.

- II. **Depreciation:** Fixed assets are depreciated using the Written Down Value method. Useful lives of assets necessary for calculation of depreciation rates are taken as specified in Schedule II of Companies Act, 2013.
- III. Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.
- IV. Capital Work-in-Progress: Projects under which tangible fixed assets are not yet ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs.

h) Intangible Assets/Intangible Asset under Development:

Intangible Assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

Software Products Developed/Purchased which are held for use in the production or supply of goods and services, for rental to others or for administrative purposes have been recognized as Intangible Assets.

Research Costs are expensed as incurred. Software product development cost are expensed as incurred unless technical and commercial feasibility of the product is demonstrated, future economic benefits are probable, the group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of materials, directs labour, and overhead cost that are directly or indirectly attributable to preparing the asset for intended use.

Self-Generated Intangible assets which are ready for sale are amortized on Straight Line method over their estimated useful life or 10 years, whichever is lower. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

Subsequent Expenditure on Self-Generated Intangible Assets are capitalized only if it will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and the expenditure can be measured and attributed to the asset reliably. Amortization of subsequent expenditure is done in line with that of the original cost over the remaining life of the asset.

Intangible Asset under Development: - All Software Development Expenses eligible for capitalization are recognized as “Intangible Assets under Development” until the Software Product is ready for market.

i) Impairment of assets:

The carrying value of assets/cash generating units at each balance sheet date is reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.

j) Investments:

Investments are classified into current and long-term investments. Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of long-term investments.

k) Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The group does not permit

accumulating of unused leaves. The group does not provide any long-term employee benefits except gratuity.

The group is not having any defined contribution plan and nor has made any provision for payment of Gratuity

l) Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

m) Taxation:

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the reserves directly. In such cases, the tax is also recognized in the reserves.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

ii. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

n) Provisions, contingent liabilities and contingent assets:

A provision is recognized when the group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present values and are determined based on the best estimate required to settle the obligations at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the consolidated financial

statements and are disclosed in the Notes. A Contingent asset is neither recognized nor disclosed in the consolidated financial statements.

o) Earnings Per Share:

Basic earnings per share is computed by dividing the profit/loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.

p) General/Additional Regulatory Information:

- I. Accounting policies not specifically referred to above are consistent with generally accepted accounting principles. Previous year's figures have been regrouped/reclassified wherever applicable
- II. Contingent Liability and Commitments**
- III. There are no Contingent Liabilities and commitments that existed or provided during the Current Year.
- IV. Balance Confirmation**
- V. Balance of Trade Receivables, Trade Payables, Loans & Advances, Unsecured Loans subject to balance confirmation & resultant reconciliation if any. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation/adjustments.
- VI. Relationship with Struck Off Companies**
- VII. The group do not have any transactions/Relation with companies struck off.
- VIII. Title deeds of Immovable Property not held in name of the company**
- IX. There are no such Immoveable properties of which title deed are not held in the name of company.
- X. Registration of charges or satisfaction with Registrar of Companies**
- XI. The group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- XII. Details of Benami Property held- where any proceedings have been initiated or pending against the company for holding any benami property**

- XIII. The group does not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.
- XIV. Disclosure regarding undisclosed income**
- XV. The group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- XVI. Details where company is Wilful Defaulter**
- XVII. The Company nor its subsidiary or associates has not been declared as a wilful defaulter by any banks or any other financial institution or other lender at any time during the financial year in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- XVIII. Details of loans given, investments made and security provided covered under section 186(4) of the Companies Act, 2013**
- XIX. There were no loans, guarantees or investments made by the group under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.
- XX. Corporate Social Responsibility (CSR)**
- XXI. The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is Not applicable as net worth of Holding company is less than five hundred crore and turnover is less than one thousand crore and net profit is less than five crore rupees.
- XXII. Disclosure regarding details of crypto currency or virtual currency**
- XXIII. The group has not traded or invested in Crypto currency or Virtual Currency during the financial year under consideration.
- XXIV. The group has not provided nor taken any loan or advance to/from any other person or entity or invested any funds or provided any guarantee or security with the understanding that benefit of the transaction will go to a third party, the ultimate beneficiary
- XXV. In the opinion of the board of directors the current assets, loan & advances are realizable in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- XXVI. The information regarding applicability of MSMED Act 2006 to the various supplier/parties has not been received from the suppliers. Hence information as required vide clause 22 of chapter V of MSMED Act 2006 is not being given.
- XXVII. No scheme of Arrangements has been approved by competent authority in terms of sections 230 to 237 of the Companies Act,2013 in respect of the Company

- XXVIII. No employee is in receipt of remuneration exceeding in aggregate of Rs. 1,02,00,000/- if employed throughout the year or Rs. 8,50,000/- per month if employed for a part of the year.
- XXIX. There are no indications of impairment on any individual cash generating assets or on cash generating units in the opinion of management and therefore no test of impairment is carried out
- XXX. All the known income and expenditure and assets and liabilities have been taken into account and that all the expenditure debited to the profit and loss account have been exclusively incurred for the purpose of the group's business.
- XXXI. The loans and advances made by company are unsecured and treated as current assets and not prejudicial to the interest of the company
- XXXII. The company has obtained the declaration from Directors stating therein that the amount so advanced to the group has not been given out of the funds borrowed/acquired from others by them.
- XXXIII. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- XXXIV. The details of Quarterly Statements of Current Assets filed by the group with the Bank are in agreement with the books of accounts.
- XXXV. Events after the reporting date**
- XXXVI. The group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of May 30, 2024, there were no further subsequent events to be reported or recognized.

q) Particulars of Subsidiaries and Associate

Name of the Company	Percentage of Voting power as at March 31, 2024	Percentage of Voting power as at March 31, 2023
Subsidiaries		
Cafe Blockchain Private Limited	75%	0%*
Associates		
Ndear Technologies Private Limited	25%	25%
ProEx Advisors LLP#	50%	0%

*Subsidiary company was incorporated on May 6, 2023

#Stake in ProEx Advisors LLP was acquired through a share swap transaction wherein 7,50,000 Fully Paid Equity Share of the company were issued for 50% stake in ProEx Advisors LLP

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PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)

NOTE 2
SHARE CAPITAL

a Authorised 32,00,000 Equity Shares of Rs. 10/- each (Previous year : 32,00,000 Equity Shares of Rs. 10/- each)	320.00	320.00
b Issued, subscribed and paid-up Opening: - 19,56,600 Equity Shares of Rs. 10 each fully paid-up (P.Y. 18,56,600 Shares of Rs. 10 each fully paid) Add : Share Issued during the year Closing Share Capital 30,06,600 Equity Shares of Rs. 10 each fully paid-up (P.Y. 19,56,600 Equity Shares of Rs. 10 each fully paid-up)	195.66 105.00 300.66	185.66 10.00 195.66

c **The reconciliation of the number of shares and share capital**

Particulars	As at 31-03-2024		As at 31-03-2023	
	No. of shares	Amount (₹ Lakhs)	No. of shares	Amount (₹ Lakhs)
Equity Shares at the beginning of the year	19,56,600.00	195.66	18,56,600.00	185.66
Add: Shares issued	10,50,000.00	105.00	1,00,000.00	10.00
Equity Shares at the end of the year	30,06,600.00	300.66	19,56,600.00	195.66

d **Terms/ rights attached to Equity Shares**

The Company has only one class of Equity Shares having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e **Shareholders holding more than 5 per cent of Equity Shares as at the end of the year**

Name of the Shareholder	As at 31-03-2024		As at 31-03-2023		% Change during the year*
	No. of shares	% of holding	No. of shares	% of holding	
ProEx Advisors LLP	7,50,000	24.95%	0	0.00%	24.95%
Ashish Jain*	4,00,128	13.31%	4,00,128	20.45%	-7.14%
Nirml Kumar Jain*	2,00,768	6.68%	2,00,768	10.26%	-3.58%
Yaman Saluja*	2,37,600	7.90%	2,37,600	12.14%	-4.24%
Abhishek Nirml Jain*	2,42,960	8.08%	2,42,960	12.42%	-4.34%
Swati Singh*	88,480	2.94%	88,480	4.52%	-1.58%
	19,19,936	63.86%	11,69,936	59.79%	-20.88%

* There is no change in the number of shares held, however due to the preferential allotment during the year the percentage of shareholding has been decreased.

f Company in its meeting of shareholders through Extra Ordinary General Meeting dated May 25, 2020 resolved in pursuance of the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders was accorded to increase the Authorized Share Capital of the Company from existing ₹ 10 Lakhs divided into 1,00,000 Equity Shares of ₹ 10/- each to ₹ 200 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each by creation of additional 19,00,000 Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Further Company in its meeting of shareholders through Extra Ordinary General Meeting dated March 14, 2023, the consent of the shareholders was accorded to increase the Authorized Share Capital of the Company from existing ₹ 200 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹ 320 Lakhs divided into 32,00,000 Equity Shares of ₹ 10/- each by creation of additional 12,00,000 Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

g 5,50,000/- Fully paid up Equity shares were issued as Bonus Shares by capitalization of Surplus in Profit and Loss A/c in F.Y 2020-21

h Company in its meeting of shareholders through Extra Ordinary General Meeting dated May 25, 2020 resolved in pursuance of the provisions of Section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory enactment, modification etc. thereto, the consent of the members of the Company was accorded for an allotment of 7,22,200 (Seven Lakhs Twenty Two Thousand Two Hundred) Equity Shares of ₹ 10 (Rupees Ten) each of the Company at par by converting Loan taken into Equity Shares by issue of New Equity Shares, distinctively numbered, to Ashish Jain from whom the Company has received loan money aggregating to ₹ 26.92 Lakhs to Nirml Kumar Jain from whom the Company has received Loan money aggregating to ₹ 15.86 Lakhs, to Yaman Saluja from whom the Company has received Loan money aggregating to ₹ 1.50 Lakhs, to Abhishek Nirml Jain from whom the Company has received Loan money aggregating to ₹ 24.24 Lakhs and to Kusum Kothari from whom the Company has received Loan money aggregating to ₹ 3.70 Lakhs in a measure to reduce its debt. The said Equity Shares shall rank pari-passu with existing Equity Shares in all respects.

i During the year F.Y 2020-21 the company has allotted 35,200 shares of Rs. 10/- each at a price of Rs. 71/- on a preferential basis

j During the year F.Y 2021-22 the company has allotted 5,39,200 shares of Rs. 10/- each at a price of Rs. 74/- through Initial Public Offer

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PARTICULARS	Audited	
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)

k Company in its meeting of shareholders through Extra Ordinary General Meeting dated March 14, 2023 resolved in pursuance of the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders was accorded to issue and allot 11,50,000 (Eleven lakh fifty thousand) equity shares of 10/- each at price of 72/- each on preferential basis

Consequently during the year F.Y 2022-23 the company has allotted 1,00,000 shares of Rs. 10/- each at a price of Rs. 72/- on a preferential basis

Further in the F.Y 2023-24 the company has allotted 10,50,000 shares of Rs. 10/- at the price of Rs. 72/- on a preferential basis. Out of which 7,50,000 shares has been allotted for consideration other than cash by way of share swap basis.

1 Details of Shareholding of Promoters: -

Shares held by promoters as at March 31, 2024 is as follows:

Promoter Name	As at 31 st March, 2024		As at 31 st March, 2023		% Change During the year*
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Ashish Jain	4,00,128	13.31%	4,00,128.00	20.45%	-7.14%
Yaman Saluja	2,37,600	7.90%	2,37,600.00	12.14%	-4.24%
Swati Singh	88,480	2.94%	88,480.00	4.52%	-1.58%
Total	7,26,208	24.14%	7,26,208.00	37.12%	-12.96%

* There is no change in the number of shares held by promoters, however due to the preferential allotment during the year the percentage of shareholding has been reduced by 12.96%

Shares held by promoters as at March 31, 2023 is as follows:

Promoter Name	As at 31 st March, 2023		As at 31 st March, 2022		% Change During the year*
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Ashish Jain	4,00,128	20.45%	4,00,128.00	21.55%	-1.10%
Yaman Saluja	2,37,600	12.14%	2,37,600.00	12.80%	-0.65%
Swati Singh	88,480	4.52%	88,480.00	4.77%	-0.24%
Total	7,26,208	37.11%	7,26,208.00	39.11%	-2.00%

* There is no change in the number of shares held by promoters, however due to the preferential allotment during the year the percentage of shareholding has been reduced by 2.00%

Shares held by Associates

Promoter Name	As at 31 st March, 2024		As at 31 st March, 2023		% Change During the year*
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
ProEx Advisors LLP	7,50,000	24.95%	0.00	0.00%	24.95%

NOTE 3

RESERVES AND SURPLUS

a Securities Premium

Opening Balance

428.56

366.56

Add: Addition during the year

651.00

62.00

Closing Balance

1079.56

428.56

b Statement of Profit and Loss - surplus/ deficit:

Opening Balance

135.18

72.48

Add: Profit for the year

165.62

62.70

Closing balance

300.81

135.18

1380.37

563.74

NOTE 4

LONG -TERM BORROWINGS

Secured Loans From Banks

Bank of India Car Loan

5.40

7.15

Less: Amount Repayable in the next 12 months

1.93

1.74

3.47

5.41

Unsecured Loans from related parties

14.42

27.21

Unsecured Loan From Banks and Financial Institutions

35.07

0.00

Less: Amount Repayable in the next 12 months

12.44

0.00

37.05

27.21

40.52

32.62

Secured Loan: - Car Loan of Rs. 9.40 Lakhs had been in the year FY 2021-22 from Bank of India taken whose original tenure is 60 months. The Loan is currently carrying 10.10% rate of Interest and is repayable in equated monthly installments of Rs. 19,871/- each. Loan is secured by charge on the Vehicle Maruti XL ZETA.

Unsecured Loan: - Loans from related parties are not repayable on demand. During the financial year 2020-21, 7,22,200/- (Seven Lakhs Twenty Two Thousand Two Hundred) Equity Shares of ₹ 10 (Rupees Ten) each were issued at par by converting unsecured loan of Rs. 72,22,000/- in F.Y 2020-21. Refer Note 2 for details.

Unsecured Loans of Rs. 20.21 Lakhs had been availed from Hero Fincorp Limited whose tenure is 36 Months. The loan is carrying 17% rate of interest and is repayable in equated monthly installments of Rs. 72055/- each.

Unsecured Loans of Rs. 20 Lakhs had been availed from Kotak Mahindra Bank Limited whose tenure is 36 months. The loan is carrying 17.10% rate of interest and is repayable in equated monthly installments of Rs. 71,310/- each

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PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)
NOTE 5		
DEFERRED TAX LIABILITY (Net)		
Opening Balance		3.93
Add: During the year		(0.90)
Closing Balance		<u>3.60</u>

Reconciliation of Deferred Tax Liability

Particulars	Opening Balance	Charge/(Credit) in Statement of Profit and Loss	Closing Balance
For the year ended 31st March, 2024			
Accelerated Depreciation for Tax Purposes	4.50	(0.90)	3.60
For the year ended 31st March, 2023			
Accelerated Depreciation for Tax Purposes	3.93	0.57	4.50

NOTE 6
SHORT - TERM BORROWINGS

Bank OD	126.69	46.07
Current maturities of long-term borrowings	14.36	1.74
	<u>141.05</u>	<u>47.81</u>

Short Term Borrowing i.e OD from Yes Bank is secured by exclusive charge over the current assets including Trade Receivables, Inventories of the company (Both present and future)

NOTE 7
TRADE PAYABLES

Total outstanding dues of micro enterprises and small enterprises	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	5.89	106.04
	<u>5.89</u>	<u>106.04</u>

Ageing for Trade Payables outstanding as at 31st March, 2024

Trade Payables Ageing Schedule	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	5.15	0.48	0.10	0.16	5.89
Disputed Dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed Dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
	<u>5.15</u>	<u>0.48</u>	<u>0.10</u>	<u>0.16</u>	<u>5.89</u>

Ageing for Trade Payables outstanding as at 31st March, 2023

Trade Payables Ageing Schedule	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	104.79	1.10	0.16	0.00	106.04
Disputed Dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed Dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
	<u>104.79</u>	<u>1.10</u>	<u>0.16</u>	<u>0.00</u>	<u>106.04</u>

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

PARTICULARS	Audited					
	Audited Year ended 31 st March 2024 (₹ Lakhs)	Audited Year ended 31 st March 2023 (₹ Lakhs)				
NOTE 8						
OTHER CURRENT LIABILITIES						
Statutory dues		6.86				
Advances From Debtors		0.00				
Salary Payable		7.18				
		14.04				
		51.05				
NOTE 9						
SHORT-TERM PROVISIONS						
Provision for current income tax (net)		46.17				
		46.17				
		17.15				
NOTE 11						
NON-CURRENT INVESTMENTS (Long Term Investments)						
(Unquoted, at cost)						
Investment in Ndear Technologies Private Limited		0.30				
Investment in Café Blockchain Private Limited		0.00				
Investment in ProEx Advisors LLP		541.27				
Investment in Mysa Technologies Private Limited		0.08				
		541.65				
		0.30				
NOTE 12						
OTHER NON-CURRENT ASSETS						
Security deposits		4.75				
		4.75				
		4.75				
NOTE 13						
TRADE RECEIVABLES (Unsecured, considered good)						
From Related Parties		180.09				
From Others		230.93				
		411.02				
		88.02				
Ageing for Trade Receivable as at 31st March, 2024						
Trade Receivables Ageing Schedule	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
i Undisputed Trade Receivables - Considered Good	336.31	67.03	4.04	1.29	2.36	411.02
ii Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii Disputed Trade Receivables - Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
iv Disputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
	336.31	67.03	4.04	1.29	2.36	411.02
Ageing for Trade Receivable as at 31st March, 2023						
Trade Receivables Ageing Schedule	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
i Undisputed Trade Receivables - Considered Good	20.74	63.91	0.96	1.21	1.19	88.02
ii Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii Disputed Trade Receivables - Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
iv Disputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
	20.74	63.91	0.96	1.21	1.19	88.02
NOTE 14						
CASH AND CASH EQUIVALENTS						
Balances with banks		1.00				
Cash on hand		3.76				
		4.76				
		76.68				
NOTE 15						
SHORT-TERM LOANS AND ADVANCES (Unsecured, considered good)						
Advances to Suppliers and Employees		32.03				
Advance Receivable In Cash or Kind		295.85				
Advances to Related Parties		268.02				
		595.89				
		320.03				
NOTE 16						
OTHER CURRENT ASSETS						
Prepaid Expenses		0.53				
Other Current Assets		2.71				
		3.23				
		16.36				

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

**NOTE 10
PROPERTY PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

Description	Rate %	Gross Block at Cost			Depreciation			Net Block	
		As at 01-Apr-23	As at 31-Mar-24	Disposals/ Transfers	As at 01-Apr-23	Additions	Disposals/ Expensed Out	As at 31-Mar-24	As at 31-Mar-23
Property Plant and Equipment									
Building	9.50	0.00	34.96	0.00	0.00	0.01	0.01	34.95	0.00
Furniture and Fixtures	25.89	21.14	0.00	0.00	15.23	1.53	16.76	4.38	5.91
Office Equipments	45.07	11.59	0.96	0.00	12.54	0.80	10.48	2.06	1.91
Electrical Fittings	25.89	1.61	0.00	0.00	1.13	0.13	1.25	0.36	0.49
Computers	63.16	65.81	31.86	0.00	42.01	18.07	60.08	37.59	23.80
Computer Server	39.30	105.02	0.00	0.00	60.26	17.64	77.90	27.12	44.76
Veehicles	31.23	16.89	0.00	0.00	9.18	2.42	11.59	5.30	7.72
Veehicles	25.89	0.48	0.00	0.00	0.36	0.03	0.39	0.09	0.12
Total (A)		222.53	67.78	0.00	137.84	40.63	178.47	111.84	84.69
Intangible assets									
Computer software	63.16	0.89	0.00	0.89	0.89	0.00	0.00	0.00	0.00
VizMan Application	10.00	78.49	0.00	0.00	17.16	7.87	25.03	53.45	61.32
Total (B)		79.37	0.00	0.89	18.05	7.87	25.03	53.45	61.32
Intangible assets under development									
		366.40	20.60	0.00	387.00	0.00	(181.07)	205.93	366.40
Total (C)		366.40	20.60	0.00	387.00	0.00	(181.07)	205.93	366.40
Total (A+B+C)		668.31	88.37	0.89	755.79	48.50	(180.18)	371.22	512.41

Note: For details of Accounting Policies on Depreciation on Tangible Assets and Amortization on Intangible Assets please refer Note 1.

Ageing Schedule for Intangible Assets under development: -

Intangible Assets Under Development	Amount in CWIP for a period of				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Gross Value of Projects in Progress	20.60	233.85	132.55	0.00	387.00
Less: Cost Amortized as Development Expenses due	10.30	104.50	66.27	0.00	181.07
Net Value of Projects in Progress	10.30	129.36	66.27	0.00	205.93

Note: - Completion of Projects in Progress is not overdue and nor the cost has exceeded from its original plan

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)
NOTE 17		
REVENUE FROM OPERATIONS		
Sale of services	776.94	521.38
	776.94	521.38
NOTE 18		
OTHER INCOME		
Misc Income	0.07	0.11
Interest income	0.03	0.65
IPO Subsidy	0.00	5.00
Profit From Associates	1.27	0.00
	1.38	5.76
NOTE 19		
OPERATIONAL AND MAINTENANCE EXPENSES		
Development Charges	315.75	230.07
	315.75	230.07
NOTE 20		
EMPLOYEE BENEFITS EXPENSES		
Salaries, Stipend and wages	88.96	91.25
Gratuity Expense	0.87	
Director Remuneration	32.38	11.10
Director Sitting Fees	1.14	1.02
Employers Contribution to PF	2.09	2.89
ESIC Expenses	0.22	6.23
Professional Tax Expenses	0.02	0.04
Staff Welfare Expenses	3.09	2.94
	128.76	115.48
NOTE 21		
FINANCE COST		
Bank charges	4.00	1.31
Bank Interest	5.25	4.39
Interest on Car Loan	0.64	0.72
Interest on Income Tax Expense	1.84	0.36
Interest on Unsecured loans	3.46	0.00
	15.18	6.78
NOTE 22		
DEPRECIATION AND AMORTIZATION		
Depreciation	40.63	39.49
Amortization of Intangible Assets	7.87	7.85
	48.50	47.34

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)
NOTE 23		
OTHER EXPENSES		
Advertisement, Publicity & Business Development	2.59	3.45
Annual Custody Fees, Listing Fees and Corporate Action Fees	0.94	1.17
Auditors' Remuneration	0.30	1.00
Books & Periodicals	0.03	0.00
Cloud Charges	0.00	0.09
Commission	1.25	0.95
Conveyance Expenses	1.42	1.49
Electricity Expense	4.10	4.90
Foreign Currency Fluctuation	2.47	2.39
Insurance Expenses	0.25	0.18
Internet Expense	1.00	1.00
IPO Expenses	0.00	1.84
Late Payment Interest and Fees	0.01	0.26
MCA Charges	0.18	1.61
Misc Charges	0.49	0.37
Office Expenses	0.83	1.63
Office Maintenance & Taxes	4.29	3.46
Postage and Courier	0.01	0.01
Printing & Stationary	0.20	0.31
Legal and Professional Expenses	2.38	0.80
Refreshment Expenses	0.77	0.61
Rent	23.25	11.45
Repair and Maintenance	2.17	0.76
Software and Theme Expenses	0.28	0.44
Telephone Exp.	0.26	0.17
Traveling Exp.	0.04	0.40
	49.51	40.73

NOTE 24
EARNING PER SHARE

Net profit / (loss) after tax attributable to equity shares	165.62	62.70
Number of weighted equity shares	29,95,125.00	18,56,600.00
Nominal value of shares (In Rupees)	10.00	10.00
Basic and diluted earning per share in rupees	5.53	3.38

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

	Audited	Audited
PARTICULARS	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)

NOTE 25

RELATED PARTY DISCLOSURES

- 1 As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2006, the disclosure of transactions with the related parties as defined in the Accounting Standard and identified by the company are given below:

For the year Ended March 31, 2024

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs) (Excluding Taxes)
1	Proex Advisors LLP	Advances Given	Associate Firm	176.34
2	Proex Advisors LLP	Receiving Services	Associate Firm	11.56
3	ProEx Consulting	Receiving Services	Director's Firm	13.50
4	Abhishek Jain	Sitting Fees	Director	0.36
5	Abhishek Jain	Loan Taken	Director	5.75
6	Abhishek Jain	Loan Repaid	Director	13.00
7	Siddharth Soni	Sitting Fees	Director	0.12
8	Nirmal Jain	Remuneration	Director	10.00
9	Yaman Saluja	Remuneration	Director	12.00
10	Ashish Jain	Remuneration	Director	15.00
11	Ruchita Jain	Salary	Director's Spouse	6.00
12	Sahul Jotaniya	Salary	Company Secretary	6.39
13	NPBook Software	Rendering Services	Company in which Director is interested	180.09
14	VCAN & Co	Advances Given	Director's Firm	2.00

- 2 Amounts outstanding to related parties are as follows: -

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	Ashish Jain	Unsecured Loan	Director	4.00
2	Abhishek Jain	Unsecured Loan	Director	0.01
3	Nirmal Jain	Unsecured Loan	Director	3.06
4	Yaman Saluja	Unsecured Loan	Director	7.35
5	Sahul Jotaniya	Salary	Company Secretary	0.55
6	Abhishek Jain	Sitting Fees Payable	Director	0.58

- 3 Advances to Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Advances recivables in cash/kind	Associate Firm	265.02
2	Ndear Technologies Private Limited	Advances recivables in cash/kind	Associate Company	1.00
3	Ruchita Jain	Advances Salary	Director's Spouse	0.52
4	VCAN & Co	Advances recivables in cash/kind	Director's Firm	2.00

- 4 Amounts Receivable from Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Investment in Associates	Associate Firm	541.27
2	NPBook Software	Trade Receivables	Company in which Director is interested	180.09

Naapbooks Limited
(Formerly Known as Naapbooks Private Limited)

PARTICULARS	Audited	Audited
	Year ended 31 st March 2024 (₹ Lakhs)	Year ended 31 st March 2023 (₹ Lakhs)

For the year Ended March 31, 2023

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs) (Excluding Taxes)
1	Proex Advisors LLP	Rendering of Services	Directors Firm	93.54
2	Proex Consulting	Receiving Services	Directors Firm	83.09
3	Abhishek Jain	Sitting Fees	Director	0.36
4	Siddharth Soni	Sitting Fees	Director	0.12
5	Nirmal Jain	Remuneration	Director	10.00
6	Yaman Saluja	Remuneration	Director	12.00
7	Ashish Jain	Remuneration	Director	15.00
8	Ruchita Jain	Salary	Director's Spouse	6.00
9	Niharika Shah	Salary	Company Secretary	4.35
10	Sahul Jotaniya	Salary	Company Secretary	0.35

2 Amounts outstanding to related parties are as follows: -

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	Ashish Jain	Unsecured Loan	Director	0.41
2	Abhishek Jain	Unsecured Loan	Director	6.93
3	Nirmal Jain	Unsecured Loan	Director	8.08
4	Yaman Saluja	Unsecured Loan	Director	11.79
5	Ruchita Jain	Salary Payable	Director's Spouse	6.50
6	ProEx Consulting	Trade Creditors	Director's Firm	0.33
7	Sahul Jotaniya	Salary	Company Secretary	0.42

3 Advances to Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Advances receivables in cash/kind	Director's Proprietorship Firm	101.01
2	Ndear Technologies Private Limited	Advances receivables in cash/kind	Associate Company	1.00

4 Amounts Receivable from Related Parties

Sr.No	Particulars	Nature	Relationship	Amount (₹ Lakhs)
1	ProEx Advisors LLP	Trade Receivables	Director's Firm	16.61

NOTE 26

OTHER MATTERS:

1 Payment to Auditors:

	2023-24 (₹ Lakhs)	2022-23 (₹ Lakhs)
a. Audit fee	0.50	0.50
b. For Tax Audit	0.00	0.25
	0.50	0.75

As per our report of even date
For Purushottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks
Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Additional Information, as required under Schedule III to the Companies Act, 2013 to be read along with Rule 6 of The Companies (Accounts) Rules, 2014, of Enterprises Consolidated As Subsidiary / Associates / Joint Ventures for the year ended 31st March, 2024

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ Lakhs)	As % of consolidated profit or loss	Amount (₹ Lakhs)
Parent				
Naapbooks Limited	67.74%	1138.81	99.29%	164.45
Subsidiary				
Cafe Blockchain Private Limited	0.05%	0.86	-0.08%	(0.14)
Associates (as per Equity Method)				
Indian				
Ndear Technologies Private Limited	0.02%	0.30	0.00%	0.00
ProEx Advisors LLP	32.20%	541.27	0.77%	1.27
Others				
Minority Interests in Subsidiary	-0.01%	(0.22)	0.02%	0.03
TOTAL	100.00%	1681.03	100.00%	165.62

As per our report of even date
For Purshottam Khandelwal & Co
Chartered Accountants

For and on behalf of the Board of Directors of Naapbooks Limited

CA Mahendrasingh S Rao
Partner
M. No. 154239

Nirmal Jain
Chairman & Director
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Whole-Time Director & CFO
DIN: 07773205

Sahul Jotaniya
Company Secretary
M. No. A43006

Place: Ahmedabad
Date: 30th May, 2024

Place: Ahmedabad
Date: 30th May, 2024

Naapbooks Limited

(Formerly Known as Naapbooks Private Limited)

Third Floor, Broadway Business Centre, Law Garden Ahmedabad

CIN - L72900GJ2017PLC096975

E Mail id: compliance@naapbooks.com Mobile No: 9016323227

September 04, 2024

Dear Member,

You are warmly invited to the **7th Annual General Meeting (AGM) of Naapbooks Limited** (referred to as "the Company"), scheduled on **Saturday, September 28, 2024**, at **12:00 P.M. IST**. The meeting will take place at Karma Workspaces, Shivarth The ACE, Opposite KK Farm, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat-380054, India.

Enclosed with this invitation is the Notice of the Meeting, which outlines the business to be discussed. For your convenience, the Notice, along with the attendance slip, proxy form, and polling paper, can be accessed on the Company's website at www.naapbooks.com. In accordance with Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and considering the exemption provided under Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (formerly Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009), the Company is not required to provide an E-voting facility for this AGM.

Furthermore, in line with Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014, voting at the 7th Annual General Meeting will be conducted through a poll.

Sincerely,

Sd/-

Nirmal Kumar Jain

Chairman & Director

(DIN: 07773203)

Enclosure:

1. Notice of the 7th Annual General Meeting
2. Notes forming part of the notice.
3. Explanatory statements (As per Section 102 of the Companies Act, 2013)
4. Annexures to the notice of the 7th Annual General Meeting
5. Attendance slip, Proxy form and Polling paper
6. Route map of venue of 7th Annual General Meeting.

Notice of the 07th Annual General Meeting

Notice is hereby given that the Seventh (7th) Annual General Meeting of NAAPBOOKS LIMITED (“Company” or “NBL”) will be held on **Saturday, September 28, 2024, at 12:00 P.M. (IST)** at the registered office of the company situated at Karma Workspaces, Shivarth The ACE, Opposite KK Farm, 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, 2024, 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, 2024, together with the Report of the Auditors thereon.

Item No. 02- Appointment of Mr. Ashish Jain (DIN: 07783857) as a director, liable to retire by rotation

To appoint a Director in place of Mr. Ashish Jain (DIN: 07783857), 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. Ashish Jain (DIN: 07783857), Director and CEO, 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 Ashish Jain (DIN: 07783857) as a director, who is liable to retire by rotation.”

Item No. 03- – To appoint M/s. Chirag R. Shah & Associates, Chartered Accountants firm, (FRN: 118791W), as a Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive

financial years, from the conclusion of the 7th Annual General Meeting of the Company until the conclusion of the 12th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Chirag R. Shah & Associates, Chartered Accountants firm, (ICAI Firm Registration No. 118791W) be appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from conclusion of the 7th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company, to be held in the financial year 2029-30 and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred in

connection with the audit of the accounts of the Company for each year.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Special businesses:

Item No. 04- To Increase the Authorized Share Capital of the Company and to make consequent Aateration in clause V of the Memorandum of Association:

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 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lacs) divided into 1,25,00,000 (One Crores Twenty Five Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 25,00,000 (Twenty Five Lacs) equity shares of Rs 10/- (Rupees Ten Only) each ranking pari passu in all respect with the

existing equity shares of the company, aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs) divided into 1,25,00,000 (One Crores Twenty Five Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

Item No. 05- 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 2024-25 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 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 2024-25 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 SHASA GLOBAL VENTURES 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 SHASA GLOBAL VENTURES 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 2024-25 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. 08- 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 2024-25 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. 09- 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 2024-25 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. 10- 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 2024-25 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.”

Naapbooks Limited

CIN: L72900GJ2017PLC096975

3rd Floor, Business Broadway Center,

Above V-Mart, Law garden,

Ahmedabad – 380006, Gujarat.

Tel: 079-48940505

compliance@naapbooks.com

www.naapbooks.com

By order of the Board of Directors
For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

September 04, 2024

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 7th 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.naacbooks.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 7th Annual General Meeting, together with the Integrated Annual Report for the fiscal year 2023-24, 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 30, 2024**.
- 9) An electronic version of the Notice for the 7th Annual General Meeting, along with the Integrated Annual Report for 2023-24, 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 7th Annual General Meeting and the Integrated Annual Report for 2023-24 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 2023-24 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 2023-24 along with Notice of 07th 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 7th Annual General Meeting (AGM) and the Integrated Annual Report for 2023-24 to shareholders whose mobile numbers were on record.

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 7th AGM and the Integrated Annual Report for 2023-24, in accordance with permitted modes of communication.

- 13) 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 21, 2024** 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 7th 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.
- 14) Members are advised that the Notice of the 07th Annual General Meeting and the Integrated Annual Report for 2023-24 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.

- 15) 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 7th 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.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) 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).
- 20) 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.

21) 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.

22) 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.

Naapbooks Limited

CIN: L72900GJ2017PLC096975

3rd Floor, Business Broadway Canter,

Above V-Mart, Law garden,

Ahmedabad – 380006, Gujarat.

Tel: 079-48940505

compliance@naapbooks.com

www.naapbooks.com

By order of the Board of Directors
For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

September 04, 2024

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 9 of the accompanying Notice:

Item No. 3

M/s. Purushottam Khandelwal and Co. served as the Statutory Auditors for Naapbooks Limited for a three-year period, commencing on April 1, 2021, and concluding on March 31, 2024. During their tenure, they were responsible for auditing the company's financial statements and ensuring compliance with applicable accounting standards and regulations. However, on September 04, 2024, M/s Purushottam Khandelwal and Co. submitted their resignation from the position of statutory auditor. This decision marks the end of their official auditing responsibilities with Naapbooks Limited.

Pursuant to 139(8) of the Companies Act, 2013, The Board of directors after considering recommendation of the Audit Committee of the Board, in their meeting held on September 04, 2024, approved an appointment of M/s. Chirag R. Shah & Associates, Chartered Accountants firm (FRN: 118791W), as the statutory auditor of the company in order to fill casual vacancy arise due to resignation of M/s. Purushottam Khandelwal and Co., subject to consent of the members in the ensuing Annual General Meeting.

Under Section 139(8) of the Companies Act, 2013, the Board of Directors, after reviewing the recommendations made by the Audit Committee, approved the appointment of M/s Chirag R. Shah & Associates, Chartered Accountants firm, (FRN: 118791W), as the new statutory auditor during their meeting held on September 04, 2024. This decision was made to fill the casual vacancy caused by the resignation of M/s Purushottam Khandelwal and Co. The appointment is subject to approval by the members at the ensuing Annual General Meeting.

At the 7th Annual General Meeting (AGM) of the Company, held on September 28, 2024, the shareholders approved the appointment of M/s. Chirag R. Shah & Associates, Chartered Accountants firm, with Firm Registration Number (FRN) 118791W, as the Statutory Auditor of the company from the conclusion of this 7th Annual General Meeting for term of five year till conclusion of the 12th Annual General Meeting to be held in the year 2030.

M/s. Chirag R. Shah & Associates, Chartered Accountants firm, with Firm Registration Number (FRN) 118791W and Peer Review Certificate Number 015543, have agreed to be considered for the role of Statutory Auditor of the Company. They have provided their consent along with a formal certificate confirming that their appointment, if approved, will comply

with the requirements outlined in Rule 4 of the Companies (Audit and Auditors) Rules, 2014. This ensures that all necessary conditions for their appointment are met, and the company adheres to the stipulated legal and regulatory standards.

Below is further information regarding the Statutory Auditors as required by Regulation 36(5) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Terms of Appointment	M/s. Chirag R. Shah & Associates, Chartered Accountants firm, (FRN: 118791W), (Peer Review Certificate No.015543) as the Statutory Auditor of the Company for a period of five years from the conclusion of this 7 th Annual General Meeting till the conclusion of the 12 th Annual General Meeting to be held in the calendar year 2030.
Proposed Audit fees payable to Auditor and material change in fee payable	Remuneration as may be determined by the Audit Committee in consultation with the Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit

	of the accounts of the Company. Material change in fee payable.
Basis of recommendation and Auditor credentials	Chirag R. Shah & Associates, Chartered Accountants, is a distinguished partnership firm with over 25 years of experience. Comprising four dedicated partners, the firm excels in diverse domains such as audit and assurance, litigation support, and startup advisory. Recognized for their commitment to quality and excellence, they possess a Peer Review Certificate, underscoring their adherence to the highest professional standards. Their extensive expertise and personalized approach have made them a trusted name, offering tailored solutions to meet the unique needs of their clients across various sectors.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board of Directors recommends passing of the resolution as set out item no. 3 of this notice as Ordinary Resolution.

Item No. 4

In order to expand the capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs) divided into 1,25,00,000 (One Crores Twenty Five Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 25,00,000 (Twenty Five Lacs) equity shares of Rs 10/- (Rupees Ten Only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other

applicable statutory and regulatory approvals. The

Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

The Board recommends this resolution as set out in Item no. 4 of the Notice for your approval as an Ordinary Resolution.

Item No. 5 to 10

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 ₹77.69 Lacs (Rupees Seventy Seven Lacs and Sixty Nine 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. 5

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 ₹ 10 Crores in the F.Y. 2024-25
5	Nature, material terms and particulars of the contract or arrangements;	Nature of Transactions to be enter: <ol style="list-style-type: none"> 1) Rendering or availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 2) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 3) Reimbursement of expenses 4) Leasing of property

		<p>5) Any transfer of resources, services or obligations to meet its objectives/ requirements</p> <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;	<p>₹ 265.02 Lacs</p> <p>As per industry norms customs and usages.</p>
7	Tenure of contracts/ arrangement	F.Y. 2024-25
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 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 ₹ 10 Crores in the F.Y. 2024-25.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ol style="list-style-type: none"> 1) Rendering or availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 2) Giving or taking Loan/ Advances/ inter-corporate deposits/investments

		<p>3) Reimbursement of expenses</p> <p>4) Any transfer of resources, services or obligations to meet its objectives/ requirements</p> <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. 2024-25
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 SHASA GLOBAL VENTURES LIMITED

Sr.No	Description	Particulars
1	Name of the related party	SHASA GLOBAL VENTURES LIMITED
2	Name of the director or key managerial personnel who is related, if any;	Mr. Siddharth Soni and 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 ₹ 10 Crores in the F.Y. 2024-25.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <p>1) Rendering services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas</p> <p>2) Availing Consultancy services</p>

		<p>3) Giving or taking Loan/ Advances/ inter-corporate deposits/investments</p> <p>4) Reimbursement of expenses</p> <p>5) Leasing of property or taking property on lease</p> <p>6) Any transfer of resources, services or obligations to meet its objectives/ requirements</p> <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. 2024-25
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 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 ₹ 10 Crores in the F.Y. 2024-25.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <p>1) Rendering Services including IT, Infrastructure, Cloud, IOT and Digital</p>

		<p>Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas</p> <ol style="list-style-type: none"> 2) Availing Consultancy services 3) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 4) Reimbursement of expenses 5) 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. 2024-25
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. 9

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. 2024-25.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ol style="list-style-type: none"> 1) Rendering or availing Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 2) Availing Consultancy services 3) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 4) Reimbursement of expenses 5) 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. 2024-25
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. 10

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 ₹ 10 Crores in the F.Y. 2024-25.
5	Nature, material terms and particulars of the contract or arrangements;	<p>Nature of Transactions to be enter:</p> <ol style="list-style-type: none"> 1) Rendering Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas 2) Purchase of Furniture and fittings and other related items 3) Giving or taking Loan/ Advances/ inter-corporate deposits/investments 4) 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;	Nil
7	Tenure of contracts/ arrangement	F.Y. 2024-25

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
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Shareholders' approval sought for the material Related Party Transactions entered during FY 2024-25 as given in Item Nos. 5 to 10, 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. 5 to 10.

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. 5 to 10 are placed for approval of the Members of the Company.

Item No.02

Name of Director	Ashish Jain (DIN: 07783857)
Date of Birth	June 29, 1987
Date of Initial Appointment	April 20, 2017
Date of Appointment (at current term)	January 12, 2021
Educational Qualifications	Bachelor of Engineering Post-graduation diploma in information technology
Expertise in specific functional areas - Job profile and suitability	<p>Mr. Ashish Jain is associated with our Company since its incorporation. He has experience of more than 16 years in Information Technology sector.</p> <p>He is responsible for Execution of assignments and Finance related matters of the company.</p>
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Designated Partner in Proex Advisors LLP (LLPIN: AAJ-8215)
Memberships / Chairmanships of committees of other public companies	Membership: -1 committee of the Board
Shareholding in the Company:	<p>He is holding 4,00,128 (i.e. 13.31%) number of equity shares at the end of March 31, 2024.</p> <p>As on date of this report, he is holding 12,00,384 (i.e. 13.31%) number of equity shares. Holding in terms of number of equity shares is increased due to issue of bonus equity shares in the current financial year in the ratio of 2:1.</p>
Inter-se Relationship with other Directors	<p>Son of Mr. Nirmal Kumar Jain (DIN: 07773203), Director and Chairman of the Company</p> <p>Brother of Mr. Abhishek Jain (DIN: 07773124), Non-Executive Director of the company</p>

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

Registered Office: Third Floor, Business Broadway Center,
Above V-Mart, Law Garden, Ahmedabad-380006, Gujarat.

Tel.: 079-48940505

Website: 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 7th Annual General Meeting of Naapbooks Limited held on Saturday, September 28, 2024 at 12.00 P.M. at Karma Workspaces, Shivarth The ACE, Opposite KK Farm, 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.

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

Registered Office: Third Floor, Business Broadway Center,
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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 7th Annual General Meeting of the Company, to be held on September 28, 2024 at 12:00 P.M at Karma Workspaces, Shivarth The ACE, Opposite KK Farm, 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, 2024 and the reports of Board of Directors and Auditors thereon; - Ordinary Resolution			
2) Appointment of Mr. Ashish Jain as a Director, liable to retire by rotation; - Ordinary Resolution			
3) To appoint Chirag R. Shah & Associates, Chartered Accountants firm, (FRN: 118791W), as a Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 7th Annual General Meeting of the Company until the conclusion of the 12th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration; - Ordinary Resolution			
Special Business			
4) To increase the authorised share capital of the company and to make consequent alteration in clause v of the memorandum of association- Ordinary Resolution			
5) To approve existing as well as new material related party transactions with Proex Advisors LLP- Ordinary Resolution			
6) To approve existing as well as new material related party transactions with Proex Consulting- Ordinary Resolution			
7) To approve existing as well as new material related party transactions with SHASA GLOBAL VENTURES LIMITED- Ordinary Resolution			
8) To approve existing as well as new material related party transactions with RELIGO CAPITAL ADVISORS PRIVATE LIMITED- Ordinary Resolution			
9) To approve existing as well as new material related party transactions with NPBooks Software- Ordinary Resolution			
10) To approve existing as well as new material related party transactions with SANCHAL PROJECTS PRIVATE LIMITED- Ordinary Resolution			
Signed this on September 28, 2024		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.

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

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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: Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad-380006, 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 hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
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Ordinary Businesses

1.	To receive, consider and adopt Audited Consolidated and Standalone Financial Statements for the financial year ended on March 31, 2024 and the reports of Board of Directors and Auditors thereon; - Ordinary Resolution			
2.	Appointment of Mr. Ashish Jain as a Director, liable to retire by rotation; - Ordinary Resolution			
3.	To appoint M/s Chirag R. Shah & Associates, Chartered Accountants firm, (FRN: 118791W) as a Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 7th Annual General			

	Meeting of the Company until the conclusion of the 12th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration; - Ordinary Resolution			
Special Businesses				
4.	To increase the authorised share capital of the company and to make consequent alteration in clause v of the memorandum of association- Ordinary Resolution			
5.	To approve existing as well as new material related party transactions with Proex Advisors LLP- Ordinary Resolution			
6.	To approve existing as well as new material related party transactions with Proex Consulting- Ordinary Resolution			
7.	To approve existing as well as new material related party transactions with SHASA GLOBAL VENTURES LIMITED- Ordinary Resolution			
8.	To approve existing as well as new material related party transactions with RELIGO CAPITAL ADVISORS PRIVATE LIMITED- Ordinary Resolution			
9.	To approve existing as well as new material related party transactions with NPBooks Software- Ordinary Resolution			
10.	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 28, 2024</p> <p style="text-align: right;">(Signature of the shareholder)</p>				

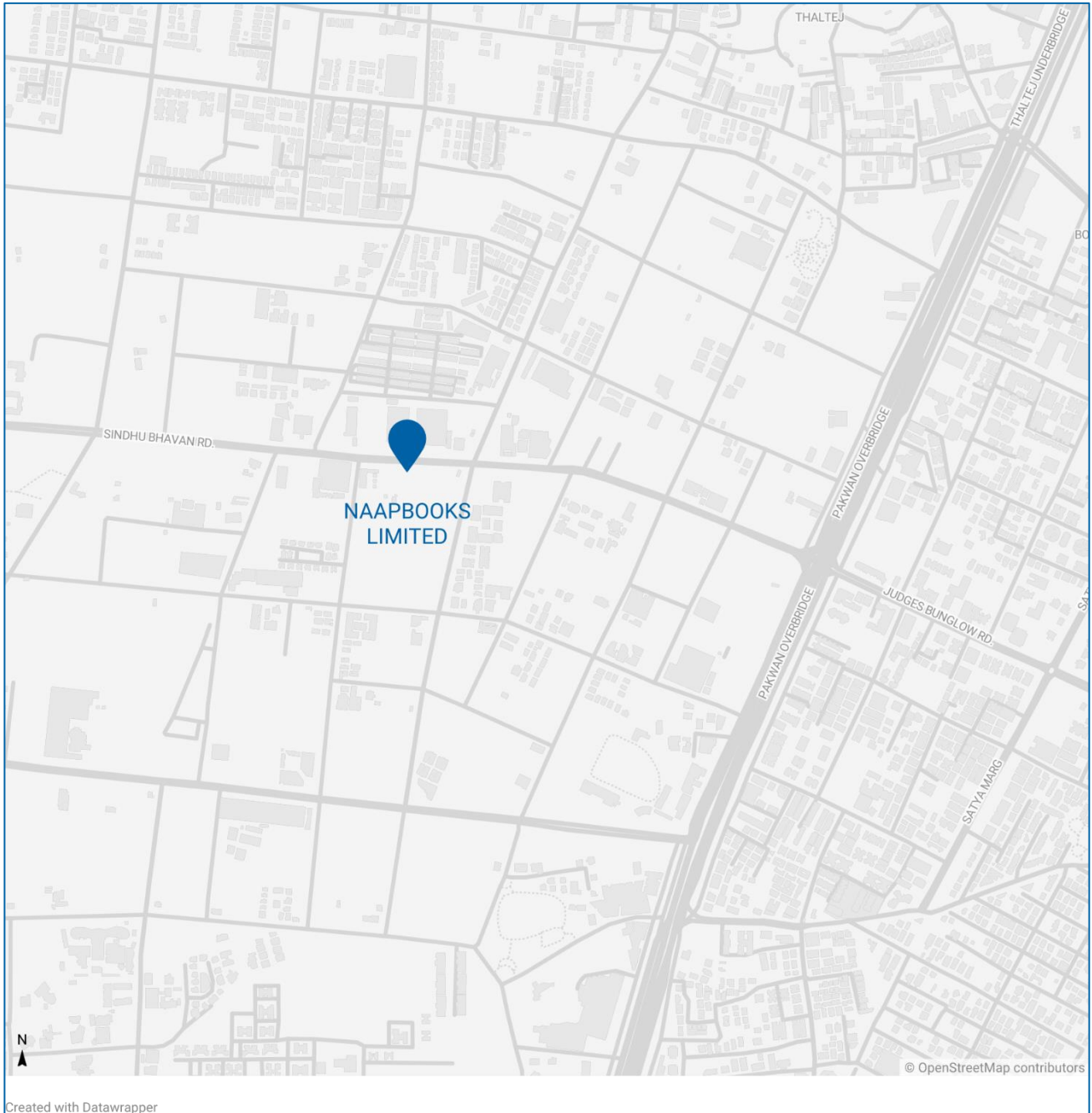
Glimpses



Route Map of the AGM

Address for
The AGM

Naapbooks Limited,
Shivarth The Ace, Beside Courtyard Marriot,
Sindhu Bhavan Marg, Thaltej, Ahmedabad, Gujarat 380054



Contact Us



[079-48940505](tel:079-48940505)



compliance@naapbooks.com



<https://naapbooks.com>