

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.naqpbooks.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@naapboks.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> <p>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</p> <p>2) Giving or taking Loan/ Advances/ inter-corporate deposits/investments</p>

		<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> <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. 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.

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www.naapbooks.com



NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

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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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Tel.: 079-48940505

Website: www.naapbooks.com, E-mail: compliance@naapbooks.com

**Polling Paper
(Form No. MGT-12)**

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

Name of the Company: Naapbooks Limited

Registered office: 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

