

August 25, 2023

Dear Member,

You are cordially invited to attend the **6th Annual General Meeting (AGM)** of the members of Naapbooks Limited ("the Company") to be held on **Saturday, September 23, 2023 at 12:00 p.m. IST** at the registered office of the company situated at Third Floor, Business Broadway Centre, Above V-Mart, Law Garden, Ahmedabad, Gujarat-380006, India.

The Notice of the meeting containing the business to be transacted is enclosed herewith. The Notice along with attendance slip, proxy form and polling paper are available on the Company's Website: [www.naapbooks.com](http://www.naapbooks.com).

Pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the related rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, exemption granted to the Companies referred to in Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (earlier Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009), your company is not required to provide the facility of E-voting at the 06<sup>th</sup> Annual General Meeting of the company.

As per section 109 of the companies Act, 2013 ("the Act"), read with rule 21 and other related rules of the Companies (Management and Administration) Rules, 2014, **voting at 6th Annual General Meeting (AGM) shall be carried out by poll.**

Sincerely,

**Sd/-**

**Nirmal Kumar Jain**

Chairman & Director  
(DIN: 07773203)

**Enclosure:**

1. Notice of the 6th 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 6th Annual General Meeting
5. Attendance slip, Proxy form and Polling paper
6. Route map of venue of 6th Annual General Meeting.

## NOTICE OF THE 06TH ANNUAL GENERAL MEETING

Notice is hereby given that the sixth (06<sup>th</sup>) Annual General Meeting of NAAPBOOKS LIMITED will be held on **Saturday, 23<sup>rd</sup> day of September, 2023 at 12:00 P.M. IST**, at the registered office of the company situated at Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad, Gujarat-380006, India to transact the following businesses:

### Ordinary businesses:

#### Item No. 01- Adoption of financial statements

To consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2023 and the reports of the Board of Directors ("the Board") and auditors thereon; and

#### Item No. 02- Appointment of Mr. Nirmal Kumar Jain as a director, liable to retire by rotation

To appoint a Director in place of Mr. Nirmal Kumar Jain (DIN: 07773203), 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. Nirmal Kumar Jain, Chairman & Director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment as a director.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Nirmal Kumar Jain (DIN: 07773203) as a director, who is liable to retire by rotation."

### Special businesses:

#### Item No. 03- Approval for Related Party Transactions

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") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Proex Advisors LLP and M/s. Proex Consulting, a related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for receiving and rendering of services related to Information Technology and management consultancy, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value as describe below for the financial year 2023-24:

Sr. No	Name of Related Parties	Nature of Transaction	Amount of Transaction
1	Proex Advisors LLP	Availing of IT services/ITeS/ Management consulting service(s);	₹ 3.00 Crore
2	Proex Advisors LLP	Rendering of IT services/ ITeS/ Management consulting service(s);	₹ 3.00 Crore
3	Proex Consulting	Availing of IT services/ITeS/ Management consulting service(s);	₹ 1.50 Crore
4	Proex Consulting	Rendering of IT services/ ITeS/ Management consulting service(s);	₹ 1.50 Crore

**“RESOLVED FURTHER THAT** the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

**“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 authorised 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

3<sup>rd</sup> Floor, Business Broadway Center,  
Above V-Mart, Law garden,  
Ahmedabad – 380006, Gujarat.

Tel: 079-48940505

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

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

By order of the Board of Directors

For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

August 25, 2023

## NOTES

1) Information regarding appointment/re-appointment of Director(s) and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard II on General Meeting and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 163 of the SEBI ICDR Regulations, setting out the material facts and reasons relating to Special Businesses as set out in the Notice of AGM is annexed hereto.

2) The 06<sup>th</sup> AGM will be held physical i.e. at the registered office of the company, the attendance slip, proxy form, Polling Paper and route map are attached to this notice and also available on the Company's website [www.naapbooks.com](http://www.naapbooks.com).

**3) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

4) The entire equity share capital of the company is in dematerialized form. There is no shareholder who held shares in physical form. Hence, Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification. Members/Proxies should bring their Attendance slip duly completed for attending the meeting.

5) Pursuant to Section 113 of the Companies Act, 2013 (the "Act") and rules framed thereunder, Corporate members intending to send their authorized representatives to attend the meeting are requested to send email to the Company on [compliance@naapbooks.com](mailto:compliance@naapbooks.com) or to a scrutinizer on [niravsoni003@gmail.com](mailto:niravsoni003@gmail.com), a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

6) Route-map of venue of the Meeting is provided at the end of the Notice.

7) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP.

- 8) The Notice of the 06<sup>th</sup> Annual General Meeting along with Integrated Annual Report 2022-23 are being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, August 18, 2023.**
- 9) Electronic copy of the Notice of 06<sup>th</sup> Annual General Meeting along with Integrated Annual Report 2022-23 are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
- 10) Members who are not in receipt of E-mail of Notice of 06<sup>th</sup> Annual General Meeting and Integrated Annual Report 2022-23 in electronic mode, they can contact to company on [compliance@naapbooks.com](mailto:compliance@naapbooks.com) to receive copy of Notice and Integrated Annual Report 2022-23 in electronic mode.
- 11) Members who have not registered their email address, physical copy of the intimation letter containing the web link for downloading Integrated Annual Report 2022-23 along with Notice of 06<sup>th</sup> Annual General Meeting are being sent in the permitted mode.
- 12) As per MCA Circular no. 20/2020 dated May 05, 2020, Clause II of Para 3-B "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 tried to connect with members via "WhatsUp". The Company has sent the link of Notice of 06<sup>th</sup> Annual General Meeting and Integrated Annual Report 2022-23 on whatsapp to those shareholders whose mobile numbers were available with the company. In case the member has not provided the "WhatsApp" or "E-mail", a physical copy of the intimation letter containing the web link/QR Code for downloading Notice of the 6<sup>th</sup> AGM and Integrated Annual Report 2022-23 was sent in the permitted mode.
- 13) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Saturday, September 16, 2023**, shall be entitled **to vote at the AGM by poll**. Any recipient of the Notice of AGM and Annual Report 2022-23, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- 14) Members may note that the Notice of the 06<sup>th</sup> Annual General Meeting and Integrated Annual Report 2022-23 are also be available on the Company's website [www.naapbooks.com](http://www.naapbooks.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders can send requests to the Company's investor email id: [compliance@naapbooks.com](mailto:compliance@naapbooks.com).
- 15) In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and

Administration) Amendment Rules, 2015, the Company is not required to

provide the e-voting facility to shareholders of the Company. The voting at 06<sup>th</sup> Annual General meeting will be carried out by poll. Polling paper in form of MGT-12 is attached with this notice.

- 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 are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 18) Members may contact the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited, in case of any change of their address or queries relating to their shares.
- 19) All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Registered office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except

Saturdays, Sundays and Holidays) up to the date of AGM.

- 20) The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the poll (votes cast during the AGM through Poll papers i.e. MGT-12), within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchange and will also be displayed on the Company’s website, [www.naapbooks.com](http://www.naapbooks.com).
- 21) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 22) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

#### **Naapbooks Limited**

CIN: L72900GJ2017PLC096975

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

Above V-Mart, Law garden,

Ahmedabad – 380006, Gujarat.

Tel: 079-48940505

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

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

By order of the Board of Directors  
**For, Naapbooks Limited**

Sd/-

**Sahul Jotaniya**

*Company Secretary*

August 25, 2023

## 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 of the accompanying Notice:

### Item No. 03

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 ₹52.13 Lacs (Rupees fifty two Lacs and thirteen 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.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company 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 resolution.

All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

### 1) Naapbooks Limited and Proex Advisors LLP

Sr. No	Description	Particulars
1	Name of the related party	Proex Advisors LLP (AAJ-8215)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Director’s Firm (LLP)- common directors/ designated partners
3	Type of the Proposed Transaction	Availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services and  Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions in the normal course of business and at arm’s length price with terms and conditions that are generally prevalent in the industry segments that the Company operates in.

		<p>Monetary value of transactions with related party subject to a maximum of:</p> <p>Availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹3.00 Crores</p> <p>Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹3.00 Crores</p>
<b>5</b>	Particulars of the proposed transaction	Same as per Sr. No. 3
<b>6</b>	Tenure of the transaction	F.Y 2023-24
<b>7</b>	Value of the proposed transaction	<p>Availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹3.00 Crores</p> <p>Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹3.00 Crores</p>
<b>8</b>	Justification of the proposed transaction	<p>The Company, being a PAN India recognised provider of IT services participates in the digitisation initiatives of MSMEs whole over India and partners in respective MSME's growth and transformation journeys.</p> <p>During the course of rendering and availing such services, the Company also leverages niche skills, capabilities and resources of entities with related parties /within group. These transactions aim at providing enhanced level of user experience to the end-consumers of the company.</p>
<b>9</b>	Name of the Director or Key Managerial Personnel, who is related	<p>Mr. Ashish Jain (DIN:07783857), Director &amp; CEO</p> <p>Mr. Yaman Saluja (DIN:07773205), Whole-Time Director &amp; CFO</p> <p>Mr. Abhishek Jain (DIN:07773124), Non-Executive Director (His spouse is a partner in the LLP)</p>



10	Additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable
11	Any other relevant information	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

## 2) Naapbooks Limited and Proex Consulting

Sr.No	Description	Particulars
1	Name of the related party	Proex Consulting (Proprietorship firm)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Director's Proprietorship Firm
3	Type of the Proposed Transaction	<p>Availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services and</p> <p>Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services.</p>
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	<p>Transactions in the normal course of business and at arm's length price with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p> <p>Monetary value of transactions with related party subject to a maximum of:</p> <p>Availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹1.50 Crores</p> <p>Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹1.50 Crores</p>

<b>5</b>	Particulars of the proposed transaction	Same as per Sr. No. 3
<b>6</b>	Tenure of the transaction	F.Y 2023-24
<b>7</b>	Value of the proposed transaction	<p>Availing of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹1.50 Crores</p> <p>Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas, Supply of hardware and software and management consultancy services - ₹1.50 Crores</p>
<b>8</b>	Justification of the proposed transaction	<p>The Company, being a PAN India recognised provider of IT services participates in the digitisation initiatives of MSMEs whole over India and partners in respective MSME's growth and transformation journeys.</p> <p>During the course of rendering and availing such services, the Company also leverages niche skills, capabilities and resources of entities with related parties /within group. These transactions aim at providing enhanced level of user experience to the end-consumers of the company.</p>
<b>9</b>	Name of the Director or Key Managerial Personnel, who is related	Mr. Ashish Jain (DIN:07783857), Director & CEO
<b>10</b>	Additional disclosures to be made in case of loans, inter- corporate deposits, advances or investments made or given	Not Applicable
<b>11</b>	Any other relevant information	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.02

<b>Name of Director</b>	<b>Nirmal Kumar Jain (DIN: 07773203)</b>
<b>Date of Birth</b>	December 15, 1959
<b>Date of Initial Appointment</b>	October 07, 2017
<b>Date of Appointment (at current term)</b>	January 12, 2021
<b>Educational Qualifications</b>	Matriculation
<b>Expertise in specific functional areas - Job profile and suitability</b>	Nirmal Kumar Jain Has an all-encompassing professional career of over 40 years, having worked in the field of Logistics, Iron and Steel industry, Textile industry and FMCG. He has been a guiding force for the company as well as the initial stage Investor of the company. His work ethics and principles reflect in our Culture and zeal for improvement. He has worked with multiple Private and public companies in India for various roles in multiple sectors. A handy expertise in Sales and Procurement, he has in-depth knowledge of Corporate Sales, Institutional Tie ups, SOPs, Policy making and Strategizing Business Plans which have helped us in overall development of our Business.
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	Director in Sanchal Projects Private Limited (CIN: U43302GJ2023PTC141600)
<b>Memberships / Chairmanships of committees of other public companies</b>	Membership: -1 committee of the Board
<b>Shareholding in the Company:</b>	He is holding 2,00,768 (i.e. 10.26%)* number of equity shares at the end of March 31, 2023. * As on date, Percentage of holding is changed due to issue and allotment of equity shares on preferential basis during the current financial year.
<b>Inter-se Relationship with other Directors</b>	Nil

**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](http://www.naapbooks.com), E-mail: [compliance@naapbooks.com](mailto: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 Annual General Meeting of Naapbooks Limited held on Saturday, September 23, 2023 at 12.00 p.m. at the registered office of the Company situated at Third Floor, Business Broadway Center, Above V-Mart, Law Garden, Ahmedabad- 380006, Gujarat, India.

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**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 Centre, Above V-Mart,  
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Tel.: 079-48940505

Website: [www.naapbooks.com](http://www.naapbooks.com), E-mail: [compliance@naapbooks.com](mailto: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,

3) 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 06<sup>th</sup> Annual General Meeting of the Company, to be held on September 23, 2023 at 12:00 P.M at the registered office of the company and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
<b>Ordinary Business</b>		
1) Consider and Adopt Audited Financial Statements for the financial year ended on 31 <sup>st</sup> March, 2023 and the reports of Board of Directors and Auditors thereon; - <b>Ordinary Resolution</b>		
2) Appointment of Mr. Nirmal Kumar Jain as a Director, liable to retire by rotation; - <b>Ordinary Resolution</b>		
<b>Special Business</b>		
3) Approval of Related Party Transactions; - <b>Ordinary Resolution</b>		

Signed this _____ day of _____ 2023	Signature of Shareholder	Affix Revenue Stamp
<b>Signature of First Proxy Holder</b>	<b>Signature of Second Proxy Holder</b>	<b>Signature of third Proxy holder</b>

## 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**

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Website: [www.naapbooks.com](http://www.naapbooks.com), E-mail: [compliance@naapbooks.com](mailto: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 Business**

1.	Consider and Adopt Audited Financial Statements for the financial year ended on 31 <sup>st</sup> March, 2023 and the reports of Board of Directors and Auditors thereon; - <b>Ordinary Resolution</b>			
2.	Appointment of Mr. Nirmal Kumar Jain as a Director, liable to retire by rotation; - <b>Ordinary Resolution</b>			

**Special Business**

3.	Approval of Related Party Transactions; - <b>Ordinary Resolution</b>			
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**Place:** Ahmedabad**Date:****(Signature of the shareholder)**

## Route Map of the AGM

