

Date: 06th September, 2022

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

Ref: Naapbooks Limited (Security Id: NBL, Security Code: 543351)

Sub- Corrigendum to Annual Report F.Y 2021-22

Dear Sir/Ma'am,

Please find enclosed herewith the corrigendum to the Annual Report 2021-22 along with the Notice of 05th Annual General Meeting of the company which has been emailed to all the Shareholders/beneficial owners on 02nd September, 2022, the addition in the said Annual Report is being notified through the attached corrigendum cum addendum to all Shareholders / Beneficial Owners.

All other documents of the Annual Report shall remain unchanged.

We wish to inform you that we have uploaded the revised PDF file of our Annual Report for F.Y 2021-22 on the Company's website link as below:

<https://www.naapbooks.com/wp-content/uploads/2022/09/Annual-Report-2022.pdf>

Kindly take the same on record.

For, **Naapbooks Limited**

CS Sahul Jotaniya
Company Secretary & Compliance officer
ACS No. A43006

CIN : L72900GJ2017PLC096975

☎ 079-4894 0505

✉ info@naapbooks.com

🌐 www.naapbooks.com

📍 3rd Floor, Broadway Business Center,
Law Garden, Ahmedabad - 380006

Naapbooks Limited

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level 3

CORRIGENDUM CUM ADDENDUM TO THE ANNUAL REPORT 2021-22 DATED SEPTEMBER 02, 2022

We draw attention of all the members/ stakeholders of Naapbooks Limited (the company) towards the Annual Report 2021-22 along with the notice dated 29th August, 2022 convening the 05th Annual General Meeting (AGM) of the company scheduled to be held on Wednesday, September 28, 2022 at 04:00 p.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

On Page No. 59 and 60 of Annual report Notes no. 18 to 25 forming part of Profit and Loss Account were omitted due to oversight in sending of Annual report. Notes no. 18 to 25 are attached herewith.

This corrigendum cum addendum should be read in continuation of and in conjunction with the Annual Report sent for F.Y 2021-22. The Corrigendum cum addendum is also being placed on the Company’s website at www.naapbooks.com. All other content of the Annual report shall remain unchanged.

Annual report after adding the above addition can be accessed from website of Company i.e. <https://www.naapbooks.com/wp-content/uploads/2022/09/Annual-Report-2022.pdf>.

In case of any grievance/ queries regarding the corrigendum cum addendum to the Annual Report, please contact Mr. Sahul Jotaniya, Company Secretary and Compliance Officer at Email Id: compliance@naapbooks.com.

For, **Naapbooks Limited**

CS Sahul Jotaniya
Company Secretary & Compliance officer
ACS No. A43006

Enclosure: Copy of Note No. 18 to 25 of Profit & Loss Account

CIN : L72900GJ2017PLC096975

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Naapbooks Limited

NOTES TO FINANCIAL STATEMENTS

	(₹ thousands)	
Particulars	For the year ended 31-Mar-22	For the year ended 31-Mar-21
NOTE 18		
REVENUE FROM OPERATIONS		
Sale of services	28,045.10	27,132.71
	28,045.10	27,132.71
NOTE 19		
OTHER INCOME		
Misc Income	1.87	1.22
Interest income	0.00	10.82
	1.87	12.04
NOTE 20		
OPERATIONAL AND MAINTENANCE EXPENSES		
Development Charges	338.98	6,265.53
Add: Opening Work In Progress as at the beginning of the year	0.00	961.70
Less: Closing Work In Progress as at the end of the year	0.00	0.00
	338.98	7,227.23
NOTE 21		
EMPLOYEE BENEFITS EXPENSES		
Salaries and wages	9,159.71	6,248.47
Director Remuneration	2,900.00	1,261.40
Director Sitting Fees	90.00	10.00
Employers Contribution to PF	323.07	225.75
ESIC Contribution	69.29	20.59
Professional Tax Expenses	0.51	0.45
Staff Welfare Expenses	27.26	2.28
	12,569.83	7,768.93
NOTE 22		
FINANCE COST		
Bank charges	166.78	47.95
Bank Interest	276.43	296.11
Interest on Car Loan	30.72	10.90
Interest on Income Tax Expense	239.64	148.61
Interest on Unsecured loans	159.28	169.22
	872.85	672.80
NOTE 23		
DEPRECIATION AND AMORTIZATION		
Depreciation	3,768.30	1,721.21
Amortization of Intangible Assets	791.32	156.61
	4,559.62	1,877.82

Naapbooks Limited

NOTES TO FINANCIAL STATEMENTS

(₹ thousands)

Particulars	For the year ended 31-Mar-22	For the year ended 31-Mar-21
NOTE 24		
OTHER EXPENSES		
Advertisement & Publicity	39.16	2.55
Annual Custody Fees and Corporate Action Fees	68.55	0.00
Auditors' Remuneration	75.00	50.00
Cloud Charges	0.00	10.20
Electricity Expense	326.94	262.37
Foreign Currency Fluctuation	18.99	4.51
Insurance Expenses	8.87	44.89
Internet Expense	100.00	89.33
IPO Expenses	2,374.07	0.00
Late Payment Interest and Fees	232.05	10.37
MCA Charges	28.15	312.09
Misc Charges	4.59	0.79
Office Expenses	19.59	17.10
Office Maintenance & Taxes	333.45	208.92
Postage and Courier	0.31	2.26
Printing & Stationary	17.81	5.90
Legal and Professional Expenses	130.38	81.67
Refreshment Expenses	38.26	20.90
Rent	2,220.38	1,814.37
Repair and Maintenance	94.72	30.78
Software Expenses	31.76	34.40
Telephone Exp.	21.90	20.90
Traveling Exp.	7.63	35.00
	6,192.57	3,059.31

NOTE 25

EARNING PER SHARE

Net profit / (loss) after tax attributable to equity shares	2,326	4,705
Number of weighted equity shares	16,18,761	11,95,729
Nominal value of shares	10.00	10.00
Basic and diluted earning per share in rupees	1.44	3.93

Date: 02nd September, 2022

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

Sub- Submission of Annual Report F.Y 2021-22

Ref: Naapbooks Limited (Security Id: NBL, Security Code: 543351)

Dear Sir/Ma'am,

This has further reference to our Board meeting outcome dated 29th Aug, 2022.

We are submitting herewith the Annual Report of the company for the financial year 2021-22, which will send in electronic mode to the Members.

The Annual Report for F.Y 2021-22 is also available on the Company's website <https://www.naapbooks.com/wp-content/uploads/2022/09/Annual-Report-2022.pdf>.

Kindly take the same on record.

For, **Naapbooks Limited**

CS Sahul Jotaniya
Company Secretary & Compliance officer
ACS No. A43006

Enclosure: Copy of Annual Report 2021-22

CIN : L72900GJ2017PLC096975

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Naapbooks Limited

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2022

ANNUAL REPORT

GLIMPSES





WE BELIEVE

NaapBooks is known for its niche in the domain of IT. We believe in harnessing computing technology to strengthen enterprise and optimize their operations by streamlining their data and providing insightful analytics. Since the inception of NBPL, the team of founders recognized the actual need for automation in the digital area which shapes the future of IT and business operations.



VISION

To be the epitome of trust and reliability in being at the zenith of IT ventures in the Fintech Industry.



MISSION

To be able to optimise the work process and create efficient and effective solutions with greater attention to detail.

WE ACHIEVE



60+
TEAM



100+
PROJECTS



15+
PRODUCTS



500+
CLIENTS



200+ Years
WORK EX.

WE PERFORM

New technology and creative approach provide the edge to have technological improvement and the necessary pace in today's era of Business. Deep understanding of the industry, technical expertise, and one widow solution - all these factors have led us to achieve a wide client base across industries in various sectors. Reinforced by the proud industry experience earned since 2015.

WE PERSEVERE

With a team of 3, we started working on the idea of a nextGen Accounting System that can cater the needs of Indian Market.

2015

2017

Launched company & the product for GST & Accounting Application.

Along with our IP partner, we developed product that is approved by GSTN

2018

2019

Started services for US & other international clients, along with ideation of new Digital SaaS products

Came up with Gujarat's 1st Startup IPO on BSE and launch of VizMan

2021

2022

Planning to launch more digital SaaS products for SME markets

To be Continued...

EMANAGING TECHNOLOGY



WHY US



Innovative Ideas and Solution



A Wide Spectrum of Skills & Experience



Key to your Business Deliverables



Security is Paramount



Integrity in Every Decision



Customer Centric & Holistic Approach



Collaborative Efforts



Extensive Scalability of Technology



Passionate & Resilient Team



We Value Relations more than Money

CHAIRMAN'S STATEMENT



Dear Stakeholders,

I extend my warm greetings to all of you and hope that you are in good health when you find this.

Last year was a challenging one, from emotional to financial aspects. With COVID at its peak, there were several novel challenges presented to us. But even in these uncertain times, the company delivered exceptional results. Our clients have been expanding their work with us, especially to get aid to expand their business through technological advancements. We are rapidly becoming an integral part of the digital and cloud transformation journeys of our clients.

The past financial year has been special and extraordinary for us, for more reasons than one. Our company got listed in IPO on 15th September, 2021. The IPO came at a price band of ₹71 to ₹74 with a lot size of 1600 shares, planning to raise a total of ₹3.99 crores at the Face Value of ₹10. The company plans to utilize the net proceeds of the issue for financing its expansion activities. This majorly includes work capital that is required to run the business and build better products. Also, the object of the IPO is to fund the purchase of equipment and to create branding and marketing of its upcoming products. We are fortunate to have received guidance from CrAdLE and EDII at an early stage which gave us a sound understanding of scaling up.

Apart from the IPO, the company also launched its master project - VizMan. Our Visitor Management system will replace the traditional logbook and provide digital records about all the visitor's information, thereby keeping it safe, secure, confidential and preventing any unauthorized access. Apart from this, it will also aid organizations to send formal invites to their visitors via mail, formal invite templates, send multiple invites and will additionally provide a module of gatekeeper, receptionist, employee and admin. Our target audience for VizMan is offices, organizations, warehouses, factories, hotels, events, societies, hospitals, schools, retail stores, etc.

Due to these initiatives and the hard work of our employees, we were able to generate a total revenue of Rs.280.45 (in lakhs), compared to Rs.271.33 (in lakhs); which is an increase of 3.36% Y-o-Y. The Profit after tax is ₹ 23.26 lacs as compared to the previous year was ₹ 47.05 lacs which is declined by 49.44 % on Y-o-Y. The primary reason for this is non-availability of new business opportunities, increase in number of competitors and Global recession.

Our leadership team came together and has been united and focused on ensuring we were delivering what our clients needed. Our cross-functional teams have brought the best of all our capabilities together by working in unison, to support and drive the digital transformation journeys of our clients. For me, it is a matter of pride to see the commitment and dedication that our employees displayed during this year to serve our clients. I am extremely grateful to them, our clients, the leadership team, our Board members, and all our well-wishers, who have supported us with their trust and guidance through this most challenging year.

As I look ahead, I am more optimistic than ever about the enormous opportunity ahead of us. The IPO is a result of many sleepless nights and the sheer hard work of the team to make a big move towards growth and expansion. Funds from the IPO will help us to ideate, innovate and develop better products and services. Our application VizMan, has already been getting the response we expected.

Our primary role for the upcoming financial year is to work on connected interfaces and to ensure how digitization can help several businesses achieve their goals. With the advancement in technological capabilities, almost every business today is digitized and we will continue to work in this direction.

Naapbooks Private Limited is now Public Limited. In this world of digitalization where every single system is digitalized, Naapbooks is known for its niche in the IT domain. We believe in delivering made-in-India solutions following a vocal for local approach.

On behalf of our company, I would like to express gratitude to each one of you for your continuous support and faith in us. Let's join hands to walk through an amazing financial year of 2022-2023.

Nirmal Jain

-Chairman

BOARD OF DIRECTORS

Nirmal Jain

-Chairman & Director

Mr. Nirmal 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 rolls 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.



Yaman Saluja

-Whole-Time Director & CFO

Yaman brings in 10 years of his experience in the field of Marketing and Advertising. He brings the marketing and sales strategies to the company. He has been attached with many start-ups during their launch phase.

Accomplished, enthusiastic writer offering a solid background in education, finance and technology. Skilled in researching and creating an array of materials ranging from legal papers to published articles.

Ashish Jain

-Executive Director & CEO

Mr. Ashish Jain, our CEO has done BE – IT and MBA – IT. He has an varied experience as an entrepreneur for more than 11 years in the IT sector along with Marketing and Accounting domain Knowledge. An expat of Symbiosis University, he has worked with multiple Banks (PSU, Multi State Scheduled Banks, Co-Operative Banks), Government Bodies, Payment Banks, Listed companies in India.





Abhishek Nirmal Jain

-Non Executive Director

Abhishek is an associate member of Institute of Chartered Accountants of India, he has secured all India 26th Rank in Chartered Accountancy Professional competence examination. He is a avid speaker and have delivered across various forums lectures on Technology and Finance.

Siddharth Soni

-Additional Non-Executive Director

Mr SidharthSoni, is a Bullion Trader & Merchant with over 12 years of experience in domestic and international trade, having offices across India & in Dubai. Previously, he has successfully managed a Corporate Recruitment firm with 1000+ management placements. He has also been in collaboration with various businesses in real estate and diamond trading. His rich international experience and network will further enhance the objectives of the company.



Sunit Shah

-Independent Director

Is a Fellow Member of the Institute of Chartered Accountant of India (ICAI). He qualified Insolvency Professional in the year 2017, qualified Diploma on Information System Audit (ICAI) and completed certification course on Forensic Audits and Fraud detection conducted by Institute of Chartered Accountants of India.

Puja Kasera

-Independnet Director

Is an Independent Director of our Company. She is a commerce graduate from University of Calcutta & also holding the degree of LLB. She is a Chairperson of Patna Chapter of Institute of Company Secretaries of India (ICSI), She is the fellow member of the Institute having more than 13 years of experience in Corporate Law. Presently, She is working in Bihar State Road Development Corporation Limited as a Company Secretary. She is associated with our Company since September, 2021.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Name	DIN	Designation
Mr. Nirmal Jain	07773203	Chairman & Director
Mr. Yaman Saluja	07773205	Whole-Time Director
Mr. Ashish Jain	07783857	Director
Mr. Abhishek Jain	07773124	Non-Executive Director
Mr. Siddharth Soni ¹	02152387	Additional Non-Executive Director
Mr. Sunit Shah ²	08074335	Independent Director
Mrs. Puja Kasera ³	09327558	Independent Director
Mr. Ashish Agarwal ⁴	06904914	Independent Director
Mrs. Sarita Agrawal ⁵	09033778	Independent Director

¹Appointed w.e.f. 25th May, 2022.

²Appointed w.e.f. 13th September, 2021.

³Appointed w.e.f. 13th September, 2021.

⁴Resigned w.e.f. 10th September, 2021.

⁵Resigned w.e.f. 10th September, 2021.

KEY MANAGERIAL PERSONNEL

Name	DIN/PAN	Designation
Mr. Ashish Jain	ANVPJ2446H	Chief Executive Officer (CEO)
Mr. Yaman Saluja	CNJPS0679H	Chief Financial Officer (CFO)
CS Niharika Shah ¹	FEFPS9893F	Company Secretary & Compliance Officer
CS Sahul Jotaniya ²	AYRPJ7563Q	Company Secretary & Compliance Officer

¹Resigned w.e.f. 19th May 2022.

²Appointed w.e.f. 01st June, 2022.

COMMITTEES OF THE BOARD

Audit Committee

Name	DIN	Designation
Mr. Sunit Shah ¹	08074335	Chairperson
Mrs. Puja Kasera ²	09327558	Member
Mr. Nirmal Jain	07773203	Member
Mr. Abhishek Jain ³	07773124	Member
Mr. Ashish Agarwal ⁴	06904914	Chairperson
Mrs. Sarita Agrawal ⁵	09033778	Member

¹Appointed w.e.f. 09th September, 2021 in Board meeting.

²Appointed w.e.f. 09th September, 2021 in Board meeting.

³Appointed w.e.f. 28th August, 2022 in Board meeting.

⁴Resigned w.e.f. 10th September, 2021.

⁵Resigned w.e.f. 10th September, 2021.

Stakeholder's Grievance Committee

Name	DIN	Designation
Mrs. Puja Kasera ¹	09327558	Chairperson
Mr. Sunit Shah ²	08074335	Member
Mr. Abhishek Jain	07773124	Member
Mr. Yaman Saluja	08035523	Member
Mrs. Sarita Agrawal ³	09033778	Chairperson
Mr. Ashish Agarwal ⁴	06904914	Member

¹ Appointed w.e.f. 09th September, 2021 in Board meeting.

² Appointed w.e.f. 09th September, 2021 in Board meeting.

³ Resigned w.e.f. 10th September, 2021.

⁴ Resigned w.e.f. 10th September, 2021.

Nomination & Remuneration Committee

Name	DIN	Designation
Mr. Sunit Shah ¹	08074335	Chairperson
Mrs. Puja Kasera ²	09327558	Member
Mr. Abhishek Jain ³	07773203	Member
Mr. Ashish Jain ⁴	07783857	Member
Mr. Siddharth Soni ⁵	02152387	Member
Mrs. Sarita Agrawal ⁶	09033778	Chairperson
Mr. Ashish Agarwal ⁷	06904914	Member

¹ Appointed w.e.f. 09th September, 2021 in Board meeting.

² Appointed w.e.f. 09th September, 2021 in Board meeting.

³ Resigned w.e.f. 28th August, 2022.

⁴ Appointed w.e.f. 28th August, 2022.

⁵ Appointed w.e.f. 28th August, 2022.

⁶ Resigned w.e.f. 10th September, 2021.

⁷ Resigned w.e.f. 10th September, 2021.

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

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

*As on (Board Meeting) date 29th Aug, 2022



THE YEAR GONE BY

After the successful debut of the Visitor Management software "VizMan" for factories and offices last year, this year another dimension was added to it to accommodate buildings that need to manage parking spaces in addition to visitors. This will significantly increase the product's value and enhance sales.

The company raised \$3.99 billion in financing before it was listed on the Start-up Platform of the Bombay Stock Exchange on September 15, 2021.

The e-Voting Application made its debut and has been operating without a hitch. It was created exclusively for Insolvency Resolution Professionals and other members to meet the requirements of mandated e-Voting for Insolvency and Bankruptcy procedures.

After having ISO 9001 & CMMI Level 3 certification for Managed IT Services, the organisation obtained ISO 27001:2013 certification on November 30, 2021.

To add another application in the bouquet of products - a **SaaS** based Supply Chain and Inventory Management gets green signal and will be completely developed by end of September 2023.



Shri Bhupendra Patel
Hon'ble Chief Minister of Gujarat



Shri T. S. Singh Deo
Hon'ble Health Minister of Chhattisgarh



General V. K. Singh
Hon'ble Minister of State for Road Transport & Highways and Civil Aviation



Shri Arjun Ram Meghwal
Hon'ble Minister of State for Culture of India

BOARD'S REPORT

To,
The Stakeholders of
Naapbooks Limited

Dear Shareholders,

The Board of Directors are pleased to present the company's 5th Annual Report along with the Audited Financial Statements for the financial year ended on 31st March, 2022.

COMPANY'S PERFORMANCE

FINANCIAL HIGHLIGHTS

The Company's financial performance (Standalone) for the year ended on 31st March, 2022 is summarized below:

(₹in Lakhs)

PARTICULARS	STANDALONE	
	YEAR ENDED 31/03/2022	YEAR ENDED 31/03/2021
I. Net Sales/Income from Operations	280.45	271.32
II. Other Income	0.019	0.12
III. Total Income (I+II)	280.47	271.44
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	191.01	180.55
V. Finance Cost	8.73	6.72
VI. Depreciation and Amortization Expense	45.60	18.79
VII. Profit Before Tax (IV-V-VI)	35.13	65.38
VIII. Tax Expense:		
i Current Tax Expense	8.46	15.94
ii MAT Credit	0	0
iii MAT Credit Relating to prior years	0	0
iv Tax Expense Relating to prior years	(1.72)	0
v Deferred Tax (Asset)/Liabilities	5.14	2.40
IX. Profit After Tax (VII-VIII)	23.25	47.04

The Company discloses standalone financial results on a half yearly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the website of the Company at <https://www.naapbooks.com/investor/>.

FINANCIAL PERFORMANCE

The audited financial statements of your Company as on March 31, 2022, prepared in accordance with the relevant applicable Generally Accepted Accounting Standards and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013, forms part of this Annual Report. The key aspects of our Company's performance during the financial year 2021-22 are as follows:

During the Year under review, the Company recorded total revenue of ₹ 280.45 lacs as compared to the previous year was ₹ 271.33 lacs which is increased by 3.36 % on Y-o-Y. The Profit after tax is ₹ 23.26 lacs as compared to the previous year was ₹ 47.05 lacs which is declined by 49.44 % on Y-o-Y.

TRANSFER TO RESERVES

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

DEBT

Our Company has availed "Bank overdraft (OD)" facility from YES Bank Ltd. in F.Y 2017-18 amounting of ₹16,00,000/- (Rupees Sixteen lacs). In F.Y 2018-19, the limit had been enhanced to ₹40,00,000/- (Rupees Forty lacs). In F.Y 2020-21, further the said limit was increased to ₹55,00,000/- (Rupees fifty-five lacs). At the end of March, 2022, the outstanding amount is ₹4,49,191/- (Rupees four lacs forty-nine thousand one hundred ninety-one).

Moreover, our company has taken "Car Loan" from Bank of India during the previous financial year i.e. F.Y 2021-22 amounting of ₹9,40,000/- (Rupees nine lacs forty thousand). At the end of March, 2022, the outstanding amount is ₹8,94,166/- (Rupees eight lacs ninety-four thousand one hundred sixty-six).

CAPITAL STRUCTURE

During the F.Y 2021-22, the company's authorized and paid up capital changed as below:

1. Authorized Capital

The Authorized share capital of the company is increased on May 25, 2020 from ₹10,00,000/- (Rupees ten lacs) divided into 1,00,000 (One lacs) equity shares of ₹ 10/- (Rupees ten) each to ₹ 2,00,00,000/- (Two crore) divided into 20,00,000 (Twenty lacs) equity shares of ₹ 10/- (Rupees ten) each.

2. Paid-up Capital

The Paid-up capital is increased from ₹ 1,31,74,000/- (Rupees one crore thirty-one lacs seventy-four thousand) divided into 13,17,400 (Thirteen lacs seventeen thousand four hundred) equity shares of ₹ 10/- (Rupees ten) to ₹ 1,85,66,000/- (Rupees Once crore eighty-five lacs sixty-six thousand) divided into 18,56,600 (Eighteen lacs fifty-six thousand six hundred) each of ₹ 10/- (Rupees ten).

INITIAL PUBLIC OFFER (IPO)

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

UTILISATION OF IPO PROCEEDS

The Company raised funds of ₹399.01 Lakhs through Initial Public Offering (IPO). The gross

proceeds of IPO have been fully utilized till the end of 31st March, 2022 in the manner as proposed in the Offer Document, the details of which are here under:

(₹in lakhs)

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

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

DEPOSITES

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

SUBSIDIARIES/HOLDINGS OF THE COMPANY

Our Company does not have any holding company and nor it has any subsidiary company/(ies).

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though, the

various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the company. The required internal control systems are also put in place by the company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans Guarantees Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

DIVIDEND DISTRIBUTION POLICY

The dividend distribution policy is available on the website of the company i.e. <https://www.naapbooks.com/wp-content/uploads/2022/07/DIVIDEND-DISTRIBUTION-POLICY.pdf>

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Constitution of Board:

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Directorship ¹	No. of Committee ²		No. of Shares held as on March 31, 2022
					in which Director is Member	in which Director is Chairperson	
Mr. Nirmal Jain	Chairman & Director	October 07, 2017	January 12, 2021	1	1	0	2,00,768 Equity Shares
Mr. Yaman Saluja	Whole-Time Director	April 20, 2017	January 12, 2021	1	1	0	2,37,600 Equity Shares
Mr. Ashish Jain	Director	April 20, 2017	January 12, 2021	1	0	0	4,00,128 Equity Shares
Mr. Abhishek Jain	Non-Executive Director	April 20, 2017	April 20, 2017	1	2	0	2,42,960 Equity Shares
Mr. Sidharth³ Soni	Additional Non-Executive Director	May 25, 2022	May 25, 2022	2	0	0	Nil
Mr. Sunit Shah⁴	Independent Director	September 13, 2021	September 13, 2021	1	1	2	Nil
Mrs. Puja Kasera⁵	Independent Director	September 13, 2021	September 13, 2021	1	2	1	Nil
Mr. Ashish Agarwal⁶	Independent Director	January 12, 2021	January 12, 2021	4	2	1	Nil
Mrs. Sarita Agrawal⁷	Independent Director	January 12, 2021	January 12, 2021	1	1	2	Nil

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

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

³ Appointed on 25th May, 2022

⁴ Appointed on 13th Sep, 2021.

⁵ Resigned on 10th Sep, 2021.

⁷ Resigned on 10th Sep, 2021.

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

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

The details of attendance of each Director at the Board Meeting and Annual General Meeting held during the year i.e. financial year 2021-22 are given below:

Name of Director	Mr. Nirmal Jain	Mr. Yaman Saluja	Mr. Ashish Jain	Mr. Abhishek Jain	Mr. Sunit Shah ¹	Mrs. Puja Kasera ²	Mr. Ashish Agarwal ³	Mrs. Sarita Agrawal ⁴
Number of Board Meeting held	6	6	6	6	6	6	6	6
Number of Board Meetings Eligible to attend	6	6	6	6	2	2	4	4
Number of Board Meeting attended	6	6	6	6	2	2	2	2
Presence at the previous 04 th AGM of F.Y. 2020-21 held on 13/09/2021	Yes	Yes	Yes	Yes	No	No	No	No

¹Appointed on 13th Sep, 2021.

²Appointed on 13th Sep, 2021.

³Resigned on 10th Sep, 2021.

⁴Resigned on 10th Sep, 2021.

None of the Director of the Company is serving as a "Whole-Time Director" in any listed company and is holding position of an "Independent Director" in more than 3 (three) listed companies.

Neither any of the director of the company is holding position as a "Director" in more than 8 (eight) listed entities nor any of the director of the company serve as an "Independent Director" in more than 7 (seven) listed entities.

GENERAL MEETINGS

During the year under review, 1 (one) General Meeting was held, the details of which is given as under:

Sr. No.	Type of General Meeting	Date of General Meeting
1.	04 th Annual General Meeting	September 13, 2021

INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the Act. Further, all the Independent Directors of the Company have registered themselves in the Independent Director's Databank.

The Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company. The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations. The said policy is put up on the Company's website and can be accessed at <https://www.naapbooks.com/investor/>.

INFORMATION ON DIRECTORATE AND KEY MANAGERIAL PERSONNEL (KMP)

In accordance with the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Yaman Saluja being a whole-time director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offered himself for re-appointment.

During the year under review, Mr. Ashish Agarwal and Mrs. Sarita Agrawal have tendered their resignation from the position of independent director w.e.f. September 10, 2021 due to personal reasons.

As per SEBI (LODR) Regulation, 2015, to fill up the vacancy caused due to resignation of Mr. Ashish Agarwal and Mrs. Sarita Agrawal, Mr. Sunit Shah and Mrs. Puja Kasera have been appointed as an independent director in the 4th Annual General Meeting held on September 13, 2021.

Further to have diversified Board, in the current financial year Mr. Siddharth Soni has been appointed as an Additional Non-Executive Director w.e.f. May 25, 2022.

At Present, Ms. Niharika Shah, Company Secretary & Compliance officer has tendered her resignation w.e.f closure of business hours of May 18, 2022. However, to fill the said vacancy, Mr. Sahul Jotaniya, Company Secretary & Compliance Officer has been appointed w.e.f June 01, 2022.

PERFORMANCE EVALUATION OF THE BOARD

The Board of Directors and Nomination and Remuneration committee have in their meeting held on March 12, 2022, carried out an annual evaluation of its own performance, performance of its committees and the individual directors pursuant to the provisions of the Act.

The performance of all the directors was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

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

The Independent directors in their meeting held on March 12, 2022, evaluated the performance of all the executive and non-executive directors.

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) In preparation of Annual Accounts for the year ended March 31, 2022 the applicable accounting standards have been followed and that no material departures have been made from the same; The directors have selected such accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for that year;
- b) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- c) The directors have prepared the Annual Accounts for the year ended March 31, 2022 on going concern basis;
- d) The directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- e) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD COMMITTEES

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

1) AUDIT COMMITTEE

The Board of Directors in their meeting held on 22nd February, 2021 had formed the Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013. The detailed terms of reference of the committee are as provided in Section 177(8) of the Companies Act, 2013. The Board has accepted the recommendations of the Audit Committee as and when given.

Composition of the Audit Committee at the beginning of the year:

Name	DIN	Designation
Mr. Ashish Agarwal	06904914	Chairperson
Mrs. Sarita Agrawal	09033778	Member
Mr. Nirmal Jain	07773203	Member

During the year under review, Mr. Ashish Agarwal and Mrs. Sarita Agrawal have tendered their resignation on September 05, 2021. The effective date of resignation was September 10, 2021 from the position of Independent Director of the company.

Due to the vacancy raised, the shareholders had approved the appointment of Mr. Sunit Shah and Mrs. Puja Kasera as an Independent director of the company in the 04th Annual General Meeting held on 13th September, 2021.

Hence, the Audit Committee has been reconstituted in the board meeting held on 12th November, 2021 as below:

Reconstitution of the Audit Committee in the Board meeting held on 12th November, 2021:

Name	DIN	Designation
Mr. Sunit Shah	06904914	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Nirmal Jain	07773203	Member

After that, the board have in their meeting held on 29th August, 2022 reconstituted the composition of the Audit committee as below:

Present Composition of the Audit Committee (Reconstituted in the Board meeting held on 29th August, 2022):

Name	DIN	Designation
Mr. Sunit Shah	06904914	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Nirmal Jain	07773203	Member
Mr. Abhishek Jain	07773124	Member

The Audit Committee met 2 (Two) times during the Financial Year 2021-22 i.e. on May 14, 2021 and November 12, 2021.

The composition of the Committee and the details of meetings attended during the year under review by its members are given below:

Name of the committee member	Category	Designation	Number of meetings during the Financial Year 2021-22		
			Held	Eligible to attend	Attended
Mr. Sunit Shah ¹	Independent Director	Chairperson	2	1	1
Mrs. Puja Kasera ²	Independent Director	Member	2	1	1
Mr. Ashish Agarwal ³	Independent Director	Chairperson	2	1	1
Mrs. Sarita Agrawal ⁴	Independent Director	Member	2	1	1
Mr. Nirmal Jain	Chairman & Director	Member	2	2	2

¹ Appointed on 13th Sep, 2021.

² Appointed on 13th Sep, 2021.

³ Resigned on 10th Sep, 2021.

⁴ Resigned on 10th Sep, 2021.

The Statutory Auditor of the Company was invited in the meeting of the committee whenever required. Further, the Company Secretary of the company has acted as a Company Secretary of the Audit Committee.

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.naapbooks.com.

The link is here:

<https://www.naapbooks.com/investor/>.

2) STAKEHOLDER'S GRIEVANCE COMMITTEE

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

The Stakeholder Relationship Committee has been constituted as per the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and is entrusted with the responsibility of addressing the Shareholders/Investors complaints with respect to transfer of shares, transmission, issue of duplicate share certificates, splitting and consolidation of shares, Non-receipt of Share Certificates, Annual Report, Dividend etc.

During the year under review, Stakeholder's Relationship Committee met 1 (One) time i.e. on 12th March, 2022. The composition of the Committee and the details of meetings attended by its members are given below:

Composition of the Stakeholders Grievance Committee at the beginning of the year:

Name	DIN	Designation
Mrs. Sarita Agrawal	09033778	Chairperson
Mr. Ashish Agarwal	06904914	Member
Mr. Abhishek Jain	07773124	Member
Mr. Yaman Saluja	07773205	Member

During the year under review, Mr. Ashish Agarwal and Mrs. Sarita Agrawal have tendered their resignation on 05th September, 2021. The effective date of resignation was 10th September, 2021 from the position of Independent Director of the company.

Due to the vacancy raised, the shareholders had approved the appointment of Mr. Sunit Shah and Mrs. Puja Kasera as an Independent director of the company in the 04th Annual General Meeting held on 13th September, 2021.

Hence, the Stakeholders Grievance Committee has been reconstituted in the board meeting held on 12th November, 2021 as below:

Reconstitution of Stakeholders Grievance Committee in the Board meeting held on 12th November, 2021:

Name	DIN	Designation
Mr. Sunit Shah	06904914	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Abhishek Jain	07773124	Member
Mr. Yaman Saluja	07773205	Member

Name of the committee member	Category	Designation	Number of meetings during the Financial Year 2021-22		
			Held	Eligible to attend	Attended
Mr. Sunit Shah	Independent Director	Chairperson	1	1	1
Mrs. Puja Kasera	Independent Director	Member	1	1	1
Mr. Abhishek Jain	Non-Executive Director	Member	1	1	1
Mr. Yaman Saluja	Whole-Time Director	Member	1	1	1

During the year under review, the Company had not received any complaint from the Shareholder. And there was no complaint unresolved as on March 31 2022.

3) NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors in their meeting held on 22nd February, 2021 had formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act 2013. The detailed terms of reference of the Committee are as per Section 178 of the Companies Act, 2013.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration as recommended by the Nomination & Remuneration Committee.

The details of program for familiarization of Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company and related matters are put upon the website of the company.

Composition of Nomination & Remuneration Committee at the beginning of the year:

Name	DIN	Designation
Mrs. Sarita Agrawal	09033778	Chairperson
Mr. Ashish Agarwal	06904914	Member
Mr. Abhishek Jain	07773124	Member

During the year under review, Mr. Ashish Agarwal and Mrs. Sarita Agrawal have tendered their resignation on 05th September, 2021 having effective date of resignation was 10th September, 2021 from the position of Independent Director of the company.

Due to the vacancy raised, the shareholders had approved the appointment of Mr. Sunit Shah and Mrs. Puja Kasera as an Independent director of the company in the 04th Annual General Meeting held on 13th September, 2021.

Hence, the Nomination and Remuneration Committee has been reconstituted in the board meeting held on 12th November, 2021 as below:

Reconstitution of the Nomination & Remuneration Committee in the Board meeting held on 12th November, 2021:

Name	DIN	Designation
Mr. Sunit Shah	06904914	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Abhishek Jain	07773124	Member

After that, the company has expanded the board and Board of directors in their meeting held on

25th May, 2022 had approved the appointment of Mr. Siddharth Soni as an Additional Non-Executive Director of the company.

The board have in their meeting held on 29th August, 2022, reconstituted the composition of the Nomination and Remuneration committee as below:

Present Composition of the Nomination & Remuneration Committee (Reconstituted in the Board meeting held on 28th Aug, 2022):

Name	DIN	Designation
Mr. Sunit Shah	06904914	Chairperson
Mrs. Puja Kasera	09327558	Member
Mr. Ashish Jain	07783857	Member
Mr. Siddharth Soni	02152387	Member

The Nomination and Remuneration Committee met 3 (Three) times during the Financial Year 2021-22 i.e. on 14th May, 2021, 09th September, 2021 and 12th March, 2022.

The composition of the Committee and the details of meetings attended during the year under review by its members are given below:

Name of the committee member	Category	Designation	Number of meetings during the Financial Year 2021-22		
			Held	Eligible to attend	Attended
Mr. Sunit Shah ¹	Independent Director	Chairperson	3	1	1
Mrs. Puja Kasera ²	Independent Director	Member	3	1	1
Mr. Ashish Agarwal ³	Independent Director	Chairperson	3	2	2
Mrs. Sarita Agrawal ⁴	Independent Director	Member	3	2	2
Mr. Abhishek Jain	Non-Executive Director	Member	3	3	3

¹ Appointed on 13th Sep, 2021.

² Appointed on 13th Sep, 2021.

³ Resigned on 10th Sep, 2021.

⁴ Resigned on 10th Sep, 2021.

Nomination and Remuneration Policy

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on

the website of the Company at <https://www.naapbooks.com/investor/>.

ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2022 is available on the Company's website and can be accessed at <https://www.naapbooks.com/investor/>.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE OF THE COMPANY

The Company has associate company details of which as below:



SR. No.	Name and Address of the Joint Venture	Address of Registered Office	Nature of Business
1.	M/s. Ndear Technologies Private.	3 rd Floor, Broadway Business Centre Above V-Mart, Law Garden Ahmedabad -380006	To carry the business of software designing, development and do turnkey projects related with Information technology.

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

RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Our Company had entered into transactions with the related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in **Form AOC-2** is attached as an **ANNEXURE- II**.

The Board of the Company has adopted the Policy and procedure with regard to Related Party Transactions. The policy envisages the procedure governing the materiality of Related Party Transactions and dealing with Related Party transactions required to be followed by Company to ensure compliance with the Law and Regulation. The said Policy is available on the website of the Company at <https://www.naapbooks.com/investor/>.

SECRETARIAL STANDARDS OF ICSI

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

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

PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

The ratio of the remuneration of each whole-time director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as a **Statement of Disclosure of Remuneration (Annexure – III)**.

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

MATERIAL CHANGES AND COMMITMENT

During the year under review, the company came up with initial Public offer (IPO) of 5,39,200 (five lacs thirty nine lacs two hundred) equity shares of ₹ 10/- (Rupees ten) each for cash at a price of ₹ 74/- (Seventy four) per equity shares aggregating ₹ 3,99,00,800/- (Rupees Three crore ninety nine lacs and eight hundred).

Our Company has been listed on BSE Start up SME platform on 15th September, 2021.

SIGNIFICANT AND MATERIAL ORDERS

There is no litigation pending against company, its promoters or directors. The company has also not filed any litigation against any third party.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment free from harassment of any nature we have framed Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review there were no incidences of sexual harassment reported.

ENERGY CONSERVATION TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE

Integrity and transparency are key factors to our corporate governance practices to ensure that

we achieve and will retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavour to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on Emerge Platform of National Stock Exchange Limited (NSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C D and E of Schedule V are not applicable to the company. Hence Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

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

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



AUDITORS

A) Statutory Auditor

M/s. Purushottam Khandelwal & Co., Chartered Accountant Firm (Firm Reg. No. 123825W) was appointed as a Statutory Auditor of the company to hold office from the conclusion of the 04th Annual General Meeting till conclusion of the 09th Annual General Meeting to be in the calendar year 2026. M/s. Purushottam Khandelwal & Co., is Peer Reviewed by the ICAI having peer review certificate no. 011129 allotted on July 30, 2018 have confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditors' Report for the financial year ended on March 31, 2022. The financial statements of the Company are a part of this Annual Report. The Auditor's Report for the financial year ended on March 31, 2022 and does not contain any qualification, reservation or adverse remark.

B) Secretarial Auditor and their Report

The Company has appointed **M/s. Nirav Soni & Co.** Company Secretaries in practice, to conduct the secretarial audit of the Company for the Financial Year 2021-22, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the Financial Year 2021-22 is annexed to this report as an "**Annexure – VI**". **WEBSITE**

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

ACKNOWLEDGEMENT

Our directors acknowledge the dedicated service of the employees of the company during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, financial institutions, business partners and other stakeholders.

Place: Ahmedabad

Date: August 29, 2022

the Company has maintained a functional website namely "**www.naapbooks.com**" containing basic information about the Company.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There has not been an occasion in case of the Company during the year, to transfer any sums or shares to the Investor Education and Protection Fund.

GENERAL DISCLOSURE

Our Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules 2014 and other applicable provisions of the act and listing regulations to the extent the transactions took place on those items during the year. our Directors further state that, no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act;
- Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- Annual Report and other compliances on Corporate Social Responsibility;
- There is no revision in the Board Report or Financial Statement;

For and on behalf of the Board of Directors

Sd/-

Yaman Saluja

Whole-Time Director & CFO

(DIN: 07773205)

FORM AOC-1

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

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

Part "A": Subsidiaries: N.A

Part B: Associates and Joint Ventures:

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

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

* The net worth of the associate company is negative.

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

- Names of subsidiaries which are yet to commence operations. – N.A.
- Names of subsidiaries which have been liquidated or sold during the year. –N.A.

For and on behalf of the Board of Directors

Sd/-

Yaman Saluja

Whole-Time Director & CFO
(DIN: 07773205)

Place: Ahmedabad

Date: August 29, 2022

FORM AOC-2

PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

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

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

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

Name (s) of the related party	Nature of relationship	Nature of contract s/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any	Amount paid as advances, if any
M/s. Proex Advisors LLP	Director's LLP	Rendering and receiving services	F.Y 2021-22	On Arms' Length Basis	12 th November, 2021	NIL
M/s. Proex Consulting	Director's Proprietorship firm	Rendering and receiving services	F.Y 2021-22	On Arms' Length Basis	12 th November, 2021	₹ 31,00,000/-
Mr. Abhishek Jain	Non-Executive Director	Interest payment	F.Y 2021-22	Interest payment against Unsecured loan given to the company	12 th November, 2021	NIL
Mr. Abhishek Jain	Non-Executive Director	Sitting Fee	F.Y 2021-22	Payment of sitting fee to director	12 th November, 2021	NIL
Mr. Nirmal Jain	Chairman & Director	Interest payment	F.Y 2021-22	Interest payment against Unsecured loan given to the company	12 th November, 2021	NIL
Mr. Nirmal Jain	Chairman & Director	Managerial Remuneration	F.Y 2021-22	Payment of Managerial remuneration as per Section 197 of Companies Act- 2013	12 th November, 2021	NIL
Mr. Yaman Saluja	Whole-time Director	Managerial Remuneration	F.Y 2021-22	Payment of Managerial remuneration as per Section 197 of Companies Act- 2013	12 th November, 2021	NIL
Mr. Yaman Saluja	Whole-time Director	Interest payment	F.Y 2021-22	Interest payment against Unsecured loan given to the company	12 th November, 2021	NIL
Mr. Ashish Jain	Director	Managerial Remuneration	F.Y 2021-22	Payment of Managerial remuneration as per Section 197 of Companies Act- 2013	12 th November, 2021	NIL
Mrs. Ruchita Jain	Director's wife	Payment of Salary	F.Y 2021-22	Payment of Salary	12 th November, 2021	NIL

For and on behalf of the Board of Directors

sd/-

Yaman Saluja

Whole-Time Director & CFO
(DIN: 07773205)Place: Ahmedabad
Date: August 29, 2022

STATEMENT OF DISCLOSURE OF REMUNERATION

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

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

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

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase/Decrease In 2022 as compared to 2021
1.	Nirmal Jain	Chairman & Director	Remuneration	7.11:1	233.33 % Increase
2.	Yaman Saluja	Whole- Time Director& CFO	Remuneration	6.32:1	48.15 % Increase
3.	Ashish Jain	Director and CEO	Remuneration	9.49:1	42.86 % Increase
4.	Abhishek Jain	Non-Executive Director	Sitting Fees	0.24:1	N.A
5.	Ashish Agarwal ¹	Independent Director	Sitting Fees	0.16:1	N.A
6.	Sarita Agrawal ²	Independent Director	Sitting Fee	0.16:1	N.A
7.	Sunit Shah ³	Independent Director	Sitting Fee	0.08:1	N.A
8.	Puja Kasera ⁴	Independent Director	Sitting Fee	0.08:1	N.A
9.	Niharika Shah	Company Secretary & Compliance Officer	Salary	1.59:1	(2.25%) Decrease

¹ Resigned on 10th Sep, 2021.

² Resigned on 10th Sep, 2021.

³Appointed on 13thSep, 2021.

⁴Appointed on 13thSep, 2021.

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

The Median remuneration of Employees in the financial year 2021-22 was 37.22 % increase compare to the F.Y 2020-21.

- c) **The number of permanent employees on the rolls of the Company: 36 as on March 31, 2022.**

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

- Average increase in remuneration of employees excluding KMPs: NA
- Average Remuneration of KMPs : NA
- KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.

E) **Affirmation that the remuneration is as per the remuneration policy of the company**

Note:

- 1) For the calculation of Median, we have considered total number of employees who have withdrawn salary during the whole year **i.e. 56 number of employees.**
- 2) Appropriate Approvals have been taken for related party transactions wherever necessary.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: August 29, 2022

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

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

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

A. Conservation of energy

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

B. Technology absorption –

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

C. in case of imported technology (imported during the last three years

reckoned from the beginning of the financial year) –

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

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

E. Foreign Exchange Earnings & Expenditure:**1) Details of Foreign Exchange Earnings:**

(₹ in Lakhs)

Sr. No.	Particulars	F.Y. 2021-22	F.Y. 2020-21
1.	Foreign Exchange Earnings	₹ 10.46/-	₹ 2.19/-

2) Details of Foreign Exchange Expenditure:

(₹ in Lakhs)

Sr. No.	Particulars	F.Y. 2021-22	F.Y. 2020-21
1.	Foreign Exchange Expenditure	₹ 0.32/-	₹ 0.38/-

For and on behalf of the Board of Directors

Sd/-

Yaman Saluja

Whole-Time Director & CFO
(DIN: 07773205)

Place: Ahmedabad

Date: August 29, 2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

Naapbooks is engaged in the business of developing and providing Information Technological solutions to corporates for their requirements. The company develops and provides Fintech App, Cloud Consulting, Block chain App, Mobile App, Web App, Embedded App products to its clients. The services broadly cover designing, developing, operating, install installing analyzing, designing, maintaining, converting, porting, debugging, coding and programming software to be used on computer or any microprocessor-based device or any other such hardware.

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

INDUSTRY STRUCTURE AND DEVELOPMENTS

Software and computing technologies are transforming businesses in every industry around the world in a profound and fundamental way. During the fiscal year 2022, we witnessed an acceleration in the adoption of digital technologies as businesses attempted to reimagine their cost structures, increase business resilience and agility, personalize experiences for their customers and employees, and launch new and disruptive products and services. This gives major boost to the IT companies providing technology as products or services to digitalize the processes of the businesses.

INDIAN ECONOMIC OVERVIEW

According to the Department for Promotion of Industry and Internal Trade (DPIIT), foreign direct

investment (FDI) equity inflows to India reached US\$ 72.12 billion in 2020-21 (until January 2021) while the cumulative FDI equity inflows to the country from April 2000 to January 2021 reached **US\$ 545.0 billion**.

The IT and BPM market accounts for 9.3% of India's GDP and 56% of the global outsourcing market.

The IT industry accounted for 8% of India's GDP in 2020. India's IT industry is expected to contribute 10% to India's GDP by 2025. As of FY21, the IT industry employs 4.5 million people.

In FY 2022, the top three Indian IT companies, TCS, Wipro and Infosys, are expected to offer 1.05 lakh job opportunities due to the increasing demand for talent. India's IT and business services market is projected to reach US\$ 19.93 billion by 2025. According to Gartner estimates, IT spending in India was forecasted to be US\$ 81.89 billion in 2021 and further increase to US\$ 101.8 billion in 2022, a 24.31% YoY increase.

In FY 2021, India ranked third worldwide with 608,000 cloud experts across all verticals, including technology. Japanese investments in the Indian IT sector grew 4X between 2016 and 2020. Investments stood at US\$ 9.2 billion in the review period. A preferred destination for IT & BPM in the world, it continues to be a leader in the global sourcing industry with 52% market share (as of FY20) in services exports from the country.

Exports from the Indian IT industry stood at US\$ 149 billion in FY21. Export of IT services has been the major contributor, accounting for more than 51% of total IT export (including hardware). BPM and Engineering and R&D (ER&D) and software products exports accounted for 20.78% each of total IT exports during FY21. ER&D market is expected to grow to US\$ 42 billion by 2022.

In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He

further, added that service exports from India have the potential to reach US\$ 1 trillion by 2030. Indian IT & business services industry is expected to grow to US\$ 19.93 billion by 2025.

(Source: <https://www.ibef.org/industry/indian-it-and-iTeS-industry-analysis-presentation>)

OPPORTUNITIES AND THREATS

i) OUR STRATEGY

➤ Leveraging expertise in Mobility, Cloud and Analytics domain.

We are developing a sound analytic strategy that involves step by step stakeholder participation and socializing them into the utility of the platform. Most importantly, dashboard updates will be designed to correspond to day-to-day planning or execution insights. We are working on seamless integration of strong analytics with our solution in the backend which will provide insightful Business Intelligence for the clients.

➤ Leveraging our Market skills and Relationships

We are planning to expand our network and reaching new geographies. In respect of our present location, we are expanding our network by marketing. We have always aimed to maintain our relationship with our clients by satisfying their requirements. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing clients.

➤ Continue to develop customer relationships and expand our customer base

A business can grow by increasing the number of customers, as we believe that increased customer relationships will add stability to our business. We seek to maintain our existing relationships while also focusing on bringing more customers in our portfolio. Our Company believes that our business is a by-product of relationship. We have built long term relations

with our clients by building trust and providing them good quality of services.

ii) COVID-19

At NBL, as we continue in our endeavour to fight waves of the COVID-19 pandemic, our priority remains the safety and well-being of our employees, and business continuity for our clients. Business continuity programs were tested and practiced, and the processes were proven to be resilient.

iii) Our strengths

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

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

➤ Quality Assurance and Standards

The company holds ISO 9001:2015 quality certificate. We believe in providing our customers the best possible quality. We adopt stringent quality control process which is managed at every stage of our service to ensure the adherence to desired specifications and quality. Since, our Company is dedicated towards quality services; we get repetitive clients as we are capable of meeting their quality standards.

➤ Growing Domestic Economy

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

With the changes in landscape because of Covid19, India have become a manufacturing and trade hub in Asia because of highly skilled



manpower and infrastructure available in abundance. With MNCs coming to India for new manufacturing set up with high end automation, we seek greater requirement of office automation and information technology.

➤ **Development of products incorporating latest technology trends**

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

➤ **Experienced & Qualified Management**

Our Company is managed by Qualified Management Team of Ashish Jain, Yaman Saluja and Nirmal Jain and we believe that the leadership and exemplary vision of our Promoters have been instrumental in driving our growth and implementing our business strategies. Our management team has the requisite experience to manage the current scale of business as well as the expansion plans for the future. We believe that we have achieved a measure of success in attracting an experienced senior management team with operational and technical capabilities, management skills, business development experience and financial management skills. For further details, please refer "Our Management" on Page No. 96 of this Prospectus.

➤ **Skilled and dedicated manpower**

We believe that Human resource is the most important resource. Our Company is managed by a team of well experienced and highly knowledgeable personnel. The team comprises of personnel having technical, operational and business development experience. We take pride in relating our success to our employees, for their consistent efforts and dedication has brought us

to where we are today. We also require application of high levels of technology at key stages of design and manufacturing processes as an important part of the business procedure.

➤ **Strong customer relationship**

We believe that we constantly try to address our customer's needs which help us to maintain a long-lasting working relationship with them and improve our customer retention strategy. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

OUR COMPETITION

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

FINANCIAL CONDITION

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of its financial statements, including the recoverability of carrying amounts of financial and non-financial assets. The impact of COVID-19 on the Company's financial statements may differ from that estimated at the date of approval of its financial statements. Refer to the Standalone financial statements in this Integrated Annual Report for detailed schedules and notes.

RESULTS OF OUR OPERATIONS

The function-wise classification of the Standalone Statement of Profit and Loss is as follows:

(₹ in Lakhs)

PARTICULARS	Year ended March 31,			
	2022	%	2021	%
I. Net Sales/Income from Operations	280.45	100	271.32	100
II. Other Income	0.019	0.01	0.12	0.04
III. Total Income (I+II)	280.47	-	271.44	-
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	191.01	68.11	180.55	66.55
V. Finance Cost	8.73	3.10	6.72	2.40
VI. Depreciation and Amortization Expense	45.60	16.26	18.79	6.92
VII. Profit Before Tax (IV-V-VI)	35.13	12.53	65.38	24.10
VIII. Tax Expense:				
i Current Tax Expense	8.46	3.02	15.94	5.87
ii MAT Credit	0	0	0	0
iii MAT Credit Relating to prior years	0	0	0	0
iv Tax Expense Relating to prior years	(1.72)	(0.61)	0	0
v Deferred Tax (Asset)/Liabilities	5.14	1.83	2.40	0.88
IX. Profit After Tax (VII-VIII)	23.25	8.29	47.04	17.34

- During the year under review, the revenue from operation (turnover) is ₹ 280.45 lacs compared to the previous year were ₹271.32. This gradually increased to 3.4% compared on Y-o-Y.
- During the year under review, the Profit after tax (PAT) is ₹ 23.25 lacs compared to the previous year was ₹47.04 lacs. This is significantly declined to 49.43% compared on Y-o-Y.

RATIOS WHERE THERE HAS BEEN A SIGNIFICANT CHANGE FROM FISCAL 2021 TO FISCAL 2022

Revenue growth has been explained in the relevant sections above.

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

Particulars	Standalone	
	2022	2021
Return on net worth (%)	5.62%	24.64%

2. The other key ratios are as below:

Particulars	Standalone	
	2022	2021
Debtors Turnover Ratio	1.33	2.89
Creditors Turnover Ratio	3.12	4.51
Inventory Turnover Ratio	NA	NA
Current Ratio	3.54	1.61
Interest Coverage Ratio	16.86	15.33
Debt Equity Ratio	0.05	0.16
Operating Profit Margin Ratio	15.64%	26.58%
Net Profit Margin	8.29%	17.34%

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

- Current Ratio has increased majorly due to increase in the Trade Receivables and Short Term Loans and Advances
- Debt Equity Ratio has been reduced due to the Increase in the Equity Share Capital on account of Initial Public Issue
- Return on Net worth has decreased majorly due the increase in the Equity Share Capital on account of Initial Public Issue
- Trade Receivables Turnover Ratio has been decreased due to lower debtors realization in the year
- Trade Payables Turnover Ratio has been decreased due to increase in outstanding at the end of the year
- Net capital turnover Ratio has been decreased to the expenses related to the Initial Public Issue and Amortization of Intangible Assets.
- Operating Profit Margin has been decreased to the expenses related to the Initial Public Issue and Amortization of Intangible Assets.

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

To,
The Members,
NAAPBOOKS LIMITED
CIN: L72900GJ2017PLC096975

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

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **NAAPBOOKS LIMITED** ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

Not Applicable and

- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable
- As informed by the Management, there are no other laws that are applicable specifically to the company

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards,

I further report that

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

I further report that

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

Place: Ahmedabad

Date: August 29, 2022

Sd/-

For, Nirav Soni & Co.

UDIN: A039566D000874103

ACS No.: A39566 COP No. 14695

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

List of other applicable Acts, Laws and Regulations during the Audit Period:-

1. The Information Technology Act, 2008
2. The Industrial Employment (Standing Orders) Act, 1946
3. The Minimum Wages Act, 1948
4. The Payment of Wages Act, 1936
5. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
6. The Payment of Bonus Act, 1965
7. The Employees' State Insurance Act, 1948
8. The Workmen Compensation Act, 1923 ("WCA")
9. The Equal Remuneration Act, 1976
10. The Maternity Benefit Act, 1961
11. The Child Labour (Prohibition and Regulation) Act, 1986
12. The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013
13. The Foreign Exchange Management Act, 1999
14. The Competition Act, 2002
15. The Consumer Protection Act, 1986 (COPRA)
16. The Shops and Establishments legislations in various States
17. The Indian Contract Act, 1872
18. Transfer of Property Act, 1882 ("TP Act")
19. The Indian Stamp Act, 1899
20. The Registration Act, 1908
21. The Specific Relief Act, 1963
22. The Negotiable Instruments Act, 1881
23. The Trade Marks Act, 1999 (Trade Marks Act)
24. The Payment of Gratuity Act, 1972
25. The Apprentices Act, 1961
26. The Equal Remuneration Act, 1976
27. The Maternity Benefit Act, 1961
28. The Micro, Small and Medium Enterprises Development Act, 2006

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

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

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

Place: Ahmedabad

Date: August 29, 2022

sd/-

For, Nirav Soni & Co.

UDIN: A039566D000874103

ACS No.: A39566 COP No. 14695

Independent Auditor's Report

To the Members of **Naapbooks Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of Naapbooks Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Information other than the financial statements and auditors' report thereon

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including

foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. No dividend have been declared or paid during the year by the company.

For Purushottam Khandelwal & Co.
Chartered Accountants
FRN: 0123825W

Place:- AHMEDABAD

Date:- 25/05/2022

Sd/-

Mahendra Singh Rao

(Partner)

Membership No. 154239

UDIN: 22154239ANQZUD1805

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

We report that:

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

(iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to other entities:

(A) the aggregate amount during the year with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates is Rs.Nil and balance outstanding at the balance sheet date is Rs.100000/-;

(B) the aggregate amount during the year with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates is Rs.1,55,38875 /- and balance outstanding at the balance sheet date is Rs.1,70,13875 /-

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans and advance in the nature of loan given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no overdue amounts for more than 90 days in respect of the loans granted to the parties

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

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

- Aggregate amount of loans or advances of above nature given during the year is Rs. 1,55,38875.
- Percentage thereof to the total loans granted is 100 %

- Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is NIL.

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non charging of interest on the loan.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a willful defaulter by any bank or financial institution or other lender;

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

- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, the company has not an internal audit system commensurate with the size and nature of its business;
- (b) As the Company has not Appointed any internal Auditor hence, We have not received or considered the internal audit reports of the Company during the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe

that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For Purushottam Khandelwal & Co.
Chartered Accountants
FRN: 0123825W

Place:- AHMEDABAD
Date:- 25/05/2022

Sd/-
Mahendra Singh Rao
(Partner)
Membership No. 154239
UDIN: 22154239ANQZUD1805

Report on Internal Financial Controls Over Financial Reporting

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Naapbooks Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place:- AHMEDABAD

Date:- 25/05/2022

For Purushottam Khandelwal & Co.

Chartered Accountants

FRN: 0123825W

Sd/-

Mahendra Singh Rao

(Partner)

Membership No. 154239

UDIN: 22154239ANQZUD1805



BALANCE SHEET

(₹ thousands)

Particulars	Note No.	Audited	Audited
		As at 31st March 2022	As at 31st March 2021
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
Share capital	2	18,566.00	13,174.00
Reserves and surplus	3	43,904.18	7,069.56
Money received against share warrants			
		62,470.18	20,243.56
Share application money pending allotment			
(2) Non-current liabilities			
Long-term borrowings	4	2,551.94	1,094.23
Deferred tax liabilities (Net)	5	392.96	0.00
		2,944.90	1,094.23
(3) Current liabilities			
Short-term borrowings	6	634.62	2,235.06
Trade payables			
-[A] Total outstanding dues of micro enterprises and small enterprises	7	0.00	0.00
-[B] Total outstanding dues of creditors other than micro enterprises and small enterprises	7	10,095.68	6,566.55
Other current liabilities	8	2,642.89	2,616.02
Short-term provisions	9	171.75	1,259.18
		13,544.94	12,676.81
		78,960.02	34,014.60
Total ASSETS			
II. ASSETS			
(1) Non-current assets			
Property Plant & Equipment			
a) Tangible assets	10	9,907.91	5,231.58
b) Intangible assets	10	6,917.02	7,708.34
c) Intangible assets under development	10	13,254.85	
Non Current Investments	11	30.00	30.00
Deferred Tax Assets	12	0.00	120.82
Other Non Current Assets	13	863.61	464.60
		30,973.39	13,555.34
(2) Current assets			
Inventories		0.00	0.00
Trade receivables	14	30,242.20	12,035.63
Cash and cash equivalents	15	217.02	91.43
Short-term loans and advances	16	17,195.54	7,832.20
Other Current Assets	17	331.87	500.00
		47,986.63	20,459.26
		78,960.02	34,014.60
Total			

Significant accounting policies
See accompanying notes to financial statements
As per our report of even date
For Purshottam Khandelwal & Co
Chartered Accountants

CA Mahendrasingh S Rao
Partner
M. No. 154239
UDIN: 22154239ANQZUD1805

Place: Ahmedabad

Date: 25th May, 2022

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

Nirmal Jain Ashish Jain
Chairman Director & CEO
DIN: 07773203 DIN: 07783857
Yaman Saluja
Director & CFO
DIN: 07773205

Place: Ahmedabad

Date: 25th May, 2022

STATEMENT OF PROFIT AND LOSS

(₹ thousands)

Particulars	Note No.	Audited	Audited
		For the year ended 31st March 2022	For the year ended 31st March 2021
I. Revenue from operations	18	28,045.10	27,132.71
II. Other income	19	1.87	12.04
III. Total Income		28,046.97	27,144.75
IV. Expenses			
Development expenses	20	338.98	7,227.23
Employee benefits expenses	21	12,569.83	7,768.93
Finance costs	22	872.85	672.80
Depreciation and Amortisation expenses	23	4,559.62	1,877.82
Other expenses	24	6,192.57	3,059.31
Total expenses		24,533.86	20,606.08
V. Profit before exceptional and extraordinary items and (III- IV)		3,513.11	6,538.67
VI. Exceptional items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		3,513.11	6,538.67
VIII. Extraordinary items		0.00	0.00
IV. Profit before tax		3,513.11	6,538.67
V. Tax expense:			
Current tax		845.82	1,594.32
Tax for Earlier Years		-172.31	0.00
Deferred tax		513.78	239.67
VI. Profit for the year		2,325.83	4,704.68
VII. Earnings per equity share: Basic and diluted (In ₹)	25	1.44	3.93
Significant accounting policies	1		
See accompanying notes to financial statements			

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

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

CA Mahendrasingh S Rao
Partner
M. No. 154239
UDIN: 22154239ANQZUD1805

Nirmal Jain
Chairman
DIN: 07773203

Ashish Jain
Director & CEO
DIN: 07783857

Yaman Saluja
Director & CFO
DIN: 07773205

Place: Ahmedabad
Date: 25th May, 2022

Place: Ahmedabad
Date: 25th May, 2022

CASH FLOW STATEMENT

PARTICULARS	(₹ thousands)	
	Audited Year ended 31st March 2022	Audited Year ended 31st March 2021
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit for the year	3,513.11	6,538.67
Add:		
(a) Depreciation & Amortization	4,559.62	1,877.82
(b) Financial & Interest Expenses	872.85	672.80
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	8,945.58	9,089.28
Add/Deduct:		
(a) Increase/Decrease in Trade Payables	3,529.13	6,355.13
(b) Increase/Decrease in Other Current Liabilities	26.87	700.89
(c) Increase/Decrease in Inventories	-	961.70
(d) Increase/Decrease in Trade Receivables	(18,206.57)	(5,308.35)
(e) Increase/Decrease in Short Term Loans & Advances	(9,363.34)	(3,541.61)
(f) Increase/Decrease in Short Term Borrowing	(1,600.44)	1,427.23
(g) Increase/Decrease in Other Current Assets	168.13	(500.00)
Total Working Capital Adjustment	(25,446.23)	95.00
CASH GENERATED FROM OPERATIONS	(16,500.65)	9,184.28
Deduct:		
Direct Taxes Paid (Net)	1,760.93	845.24
NET CASH FROM OPERATING ACTIVITIES	(18,261.58)	8,339.04
B CASH FLOW FROM INVESTING ACTIVITIES:		
(a) Purchase of Fixed Assets & Intangible Assets under Development	(21,699.47)	(11,352.42)
(b) Change in Other Non Current Assets	(399.01)	(20.00)
NET CASH USED IN INVESTING ACTIVITIES	(22,098.48)	(11,372.42)
C CASH FLOW FROM FINANCING ACTIVITIES:		
(a) Share Issue Proceeds	39,900.80	2,499.20
(b) Net Increase in Borrowings (Net of Loan Converted to Equity)	1,457.70	1,027.34
(c) Interest exps	(872.85)	(672.80)
NET CASH FROM IN FINANCING ACTIVITIES	40,485.66	2,853.74
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	125.59	(179.642)
OPENING BALANCE- CASH AND CASH EQUIVALENT	91.43	271.07
CLOSING BALANCE- CASH AND CASH EQUIVALENT	217.02	91.43

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

As per our report of even date

For Purshottam Khandelwal & Co

Chartered Accountants

CA Mahendrasingh S Rao

Partner

M. No. 154239

UDIN: 22154239ANQZUD1805

For and on behalf of the Board of Directors

of Naapbooks Limited

Nirmal Jain

Chairman

DIN: 07773203

Ashish Jain

Director & CEO

DIN: 07783857

Yaman Saluja

Director & CFO

DIN: 07773205

Place: Ahmedabad

Date: 25th May, 2022

Note: -

i. Cash Flows from Investing Activities is negative majorly due to the expenditure incurred on Computer Servers as per objects of the Initial Public Offer and Intangible Assets which are under development.

ii. Cash Flows from Operating Activities is majorly due to the increase in Working Capital of the company and the same has been fulfilled by the proceeds of Initial Public Offer

CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES

NOTE 1

Background: -

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

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

Significant Accounting Policies

a) Basis of preparation of financial statements:

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

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

b) Revenue recognition:

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

c) Use of estimates:

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

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

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

e) Cash Flow Statement

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

f) Inventories

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

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

g) Tangible Fixed Assets:

- i. An item is classified as Tangible fixed asset only if it satisfies the recognition criteria stated in AS 10 (i.e.) is probable that future economic benefits will flow to the company and the cost of such item could be measured. Stores and Spares fulfilling the above conditions are also classified as fixed assets. Fixed assets are initially recognized at its purchase price including all costs directly attributable to bring the asset in a ready to use condition. All subsequent cost incurred such as day to day running expenses, repair and maintenance expenses are treated as revenue expenses except when such expenditure satisfied the recognition criteria stated above. Cost Model is followed after initial recognition i.e. Fixed Assets are carried at cost less accumulated depreciation/amortization/impairment.
- ii. **Depreciation:** Fixed assets are depreciated using the Written Down Value method. Useful lives of assets necessary for calculation of depreciation rates are taken as specified in Schedule II of Companies Act, 2013.
- iii. Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.
- iv. Capital Work-in-Progress: Projects under which tangible fixed assets are not yet ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs.

h) Intangible Assets/Intangible Asset under Development:

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

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

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

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

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

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

i) Impairment of assets:

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

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

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

j) Investments:

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

k) Employee benefits:

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

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

l) Borrowing cost:

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

m) Taxation:

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

- Current tax

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

- Deferred tax

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

n) Provisions, contingent liabilities and contingent assets:

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

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

o) Earnings Per Share

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

p) General:

- i. "Accounting policies not specifically referred to above are consistent with generally accepted accounting principles. Previous year's figures have been regrouped/reclassified wherever applicable
- ii. A major part of Trade Receivables consists of parties whose projects were on-going and invoicing of the same has been done at the year end. Trade Receivable due are expected to be realised within the next half year
- iii. The information regarding applicability of MSMED Act 2006 to the various supplier/parties has not been received from the suppliers. Hence information as required vide clause 22 of chapter V of MSMED Act 2006 is not being given.
- iv. The details of Quarterly Statements of Current Assets filed by the company with the Bank are in agreement with the books of accounts.

NOTES TO FINANCIAL STATEMENTS

Particulars	(₹ thousands)	
	As at	As at
	31-Mar-22	31-Mar-21
NOTE 2		
SHARE CAPITAL		
a Authorised		
20,00,000 Equity Shares of Rs. 10/- each	20,000	20,000
(Previous year : 20,00,000 Equity Shares of Rs. 10/- each)		
b Issued, subscribed and paid-up		
18,56,600 Equity Shares of Rs. 10 each fully paid-up	18,566	13,174
(P.Y: 13,17,400 Equity Shares of Rs. 10/- each fully paid up)		
Total share capital	18,566	13,174

c The reconciliation of the number of shares and share capital

Particulars	As at 31-03-2022		As at 31-03-2021	
	No. of shares	Amount (₹ thousands)	No. of shares	Amount (₹ thousands)
	Equity Shares at the beginning of the year	13,17,400	13,174	10,000
Add: Shares issued	5,39,200	5,392	13,07,400	13,074
Equity Shares at the end of the year	18,56,600	18,566	13,17,400	13,174

d Terms/ rights attached to Equity Shares

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

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

Name of the Shareholder	As at 31-03-2022			As at 31-03-2021	
	No. of shares	% of holding	% Change during the year	No. of shares	% of holding
	Ashish Jain	4,00,128	21.55%	-8.82%	4,00,128
Nirmal Kumar Jain	2,00,768	10.81%	-4.43%	2,00,768	15.24%
Yaman Saluja	2,37,600	12.80%	-5.24%	2,37,600	18.04%
Abhishek Nirmal Jain	2,42,960	13.09%	-5.36%	2,42,960	18.44%
	10,81,456	58.25%	-23.84%	10,81,456	82.09%

Note: - The decline in the percentage of shareholding is due to the increase in the Issued Share Capital on account of the Initial Public

f. Company in its meeting of shareholders through Extra Ordinary General Meeting dated May 25, 2020 resolved in pursuance of the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders was accorded to increase the Authorized Share Capital of the Company from existing ₹ 10,00,000 (Rupees Ten Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of ₹ 10/- each to ₹ 2,00,00,000 (Rupees Two Crore) divided into 20,00,000 (Twenty Lakhs) Equity Shares of ₹ 10/- each by creation of additional 19,00,000 (Nineteen Lakh Fifty Thousand) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

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

h. Company in its meeting of shareholders through Extra Ordinary General Meeting dated May 25, 2020 resolved in pursuance of the provisions of Section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory enactment, modification etc. thereto, the consent of the members of the Company was accorded for an allotment of 7,22,200 (Seven Lakhs Twenty Two Thousand Two Hundred) Equity Shares of ₹ 10 (Rupees Ten) each of the Company at par by converting Loan taken into Equity Shares by issue of New Equity Shares, distinctively numbered, to Ashish Jain from whom the Company has received loan money aggregating to ₹ 26,92,000/- (Rupees Twenty Six Lakhs Ninety Two Thousand), to Nirmal Kumar Jain from whom the Company has received Loan money aggregating to ₹ 15,86,000/- (Rupees Fifteen Lakhs Eighty Six Thousand), to Yaman Saluja from whom the Company has received Loan money aggregating to ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand), to Abhishek Nirmal Jain from whom the Company has received Loan money aggregating to ₹ 24,24,000/- (Rupees Twenty Four Lakhs Twenty Four Thousand) and to Kusum Kothari from whom the Company has received Loan money aggregating to ₹ 3,70,000/- (Rupees Three Lakhs Seventy Thousand) in a measure to reduce its debt. The said Equity Shares shall rank pari-passu with existing Equity Shares in all respects.

Naapbooks Limited

NOTES TO FINANCIAL STATEMENTS

Particulars	(₹ thousands)	
	As at	As at
	31-Mar-22	31-Mar-21

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

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

k Details of Shareholding of Promoters: -

Shares held by promoters as at March 31, 2022 is as follows:

Promoter Name	As at 31st March, 2022		As at 31st March, 2021		% Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Ashish Jain	4,00,128	21.55%	4,00,128	30.37%	-8.82%
Yaman Saluja	2,37,600	12.80%	2,37,600	18.04%	-5.24%
Swati Singh	88,480	4.77%	88,480	6.72%	-1.95%
Total	7,26,208	39.11%	7,26,208	55.12%	-16.01%

Note: - The decline in the percentage of shareholding of promoter is due to the increase in the Issued Share Capital on account of the Initial Public offer

Shares held by promoters as at March 31, 2021 is as follows:

Promoter Name	As at 31st March, 2021		As at 31st March, 2020		% Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Ashish Jain	4,00,128	30.37%	4,490	44.90%	-14.53%
Yaman Saluja	2,37,600	18.04%	500	5.00%	13.04%
Swati Singh	88,480	6.72%	0	0.00%	6.72%
Total	7,26,208	55.12%	4,990	49.90%	5.22%

NOTE 3

RESERVES AND SURPLUS

a Securities Premium		
Opening Balance	2,147.20	0.00
Add: Addition during the year	34,508.80	2,147.20
Closing Balance	36,656.00	2,147.20
b Statement of Profit and Loss - surplus/ deficit:		
Opening Balance	4,922.36	5,717.68
Add: Profit for the year	2,325.83	4,704.68
Less: Bonus Issue	0.00	-5,500.00
Closing balance	7,248.18	4,922.36
	43,904.18	7,069.56

NOTE 4

LONG - TERM BORROWINGS

Secured Loans From Banks

Yes Bank Car Loan	0.00	54.68
Less: Amount Repayable in the next 12 months	0.00	54.68
Bank of India Car Loan	894.17	0.00
Less: Amount Repayable in the next 12 months	185.43	0.00
	708.73	0.00

Unsecured Loans from related parties	1,843.20	1,094.23
	2,551.94	1,094.23

Secured Loan: - Car Loan had been taken whose tenure is 60 months. Loan is secured by charge on the Vehicle Maruti XL ZETA.

Equated montly EMI amounts to Rs. 18881/-

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

NOTES TO FINANCIAL STATEMENTS

Particulars	(₹ thousands)				
	As at	As at			
	31-Mar-22	31-Mar-21			
NOTE 5					
DEFERRED TAX LIABILITY (Net)					
Opening Balance	0.00	0.00			
Add: During the year	392.96	0.00			
Closing Balance	392.96	0.00			
NOTE 6					
SHORT - TERM BORROWINGS					
Bank OD	449.19	2,235.06			
Current maturities of long-term borrowings	185.43	0.00			
	634.62	2,235.06			
Short Term Borrowing i.e OD from Yes Bank is secured by exclusive charge over the current assets including Trade Receivables, Inventories of the company (Both present and future)					
NOTE 7					
TRADE PAYABLES					
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00			
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,095.68	6,566.55			
	10,095.68	6,566.55			
Ageing for Trade Payables outstanding as at 31st March, 2022					
Trade Payables Ageing Schedule	Outstanding for following periods from				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	9,984.88	110.80	0.00	0.00	10,095.68
Disputed Dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed Dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
	9,984.88	110.80	0.00	0.00	10,095.68
Ageing for Trade Payables outstanding as at 31st March, 2021					
Trade Payables Ageing Schedule	Outstanding for following periods from				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,506.55	60.00	0.00	0.00	6,566.55
Disputed Dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed Dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
	6,506.55	60.00	0.00	0.00	6,566.55
NOTE 8					
OTHER CURRENT LIABILITIES					
Statutory dues	567.71	1,173.89			
Advances From Debtors	274.98	424.20			
Salary Payable	1,800.20	963.25			
	2,642.89	2,616.02			
NOTE 9					
SHORT-TERM PROVISIONS					
Provision for current income tax (net)	171.75	1,259.18			
	171.75	1,259.18			

NOTE 10

PROPERTY PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Description	Rate %	Gross Block at Cost				Depreciation			Net Block	
		As at 1-Apr-21	Additions	Disposals/Transfers	As at 31-Mar-22	As at 1-Apr-21	Additions	Disposals	As at 31-Mar-22	As at 31-Mar-21
Property Plant and Equipment										
Furniture and Fixtures	25.89	2,055.71	7.50	0.00	2,063.21	1,075.47	253.98	0.00	1,329.45	980.24
Office Equipments	45.07	927.77	109.90	0.00	1,037.67	768.87	94.47	0.00	863.33	158.90
Electrical Fittings	25.89	147.39	0.00	0.00	147.39	82.07	16.91	0.00	98.98	65.32
Computers	63.16	3,952.51	293.44	0.00	4,255.95	3,402.52	413.46	0.00	3,815.98	559.99
Computer Server	39.30	3,608.53	6,893.79	0.00	10,502.31	359.87	2,768.50	0.00	3,128.37	3,248.66
Veichles	31.23	549.10	1,140.00	0.00	1,689.10	351.73	215.52	0.00	567.25	197.37
Veichles	25.89	47.55	0.00	0.00	47.55	26.45	5.46	0.00	31.91	21.10
Total (A)		11,298.56	8,444.63	0.00	19,743.19	6,066.98	3,768.30	0.00	9,835.28	5,231.58
Intangible assets										
Computer software	63.16	88.83	0.00	0.00	88.83	82.37	6.47	0.00	88.83	6.47
VizMan Application	10.00	7,848.57	0.00	0.00	7,848.57	146.70	784.86	0.00	931.55	7,701.88
Total (B)		7,937.41	0.00	0.00	7,937.41	229.06	791.32	0.00	1,020.38	7,708.35
Intangible assets under development										
Total (C)		0.00	13,254.85	0.00	13,254.85	0.00	0.00	0.00	0.00	0.00
Total (A+B+C)		19,235.97	21,699.47	0.00	40,935.44	6,296.04	4,559.62	0.00	10,855.66	12,939.93
Previous Year		7,883.55	11,515.42	163.00	19,235.97	4,418.22	1,877.82	0.00	6,296.04	3,465.33

Note: For details of Accounting Policies on Depreciation on Tangible Assets and Amortization on Intangible Assets please refer Note 1. Amortization policy of Intangible Assets have been changed with effect from 01st April 2021. Intangible Assets are now amortized on a Straight Line Method with a maximum period of 10 years as per AS 26. Policy has been changed in accordance with the asset's future economic benefits that will be consumed by the company

Ageing Schedule for Intangible Assets under development: -

Intangible Assets Under Development	Amount in CWIP for a period of			Total
	Less Than 1 Year	1-2 Years	2-3 More Than 3 Years	
Projects in Progress	13,254.85			13,254.85

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

NOTES TO FINANCIAL STATEMENTS

Particulars	(₹ thousands)					
	As at	As at				
	31-Mar-22	31-Mar-21				
NOTE 11						
NON-CURRENT INVESTMENTS						
(Long Term Investments)						
(Unquoted, at cost)						
Investment in Ndear Technologies Private Limited	30.00	30.00				
	30.00	30.00				
NOTE 12						
DEFERRED TAX ASSETS						
Opening Balance	120.82	360.49				
Add: During the year	-120.82	-239.67				
Closing Balance	0.00	120.82				
NOTE 13						
OTHER NON-CURRENT ASSETS						
Security deposits	863.61	464.60				
	863.61	464.60				
NOTE 14						
TRADE RECEIVABLES						
(Unsecured, considered good)						
From Related Parties	2,811.03	61.53				
From Others	27,431.17	11,974.11				
	30,242.20	12,035.63				
Ageing for Trade Receivable as at 31st March, 2022						
	Outstanding for following periods from					
	due date of payment					
Trade Receivables Ageing Schedule	Less than	6 months -				
	6 months	1 year	1-2 years	2-3 years	More than 3	Total
					years	
i Undisputed Trade Receivables - Considered Good	16,015.84	12,075.34	2,036.56	81.93	32.54	30,242.20
ii Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii Disputed Trade Receivables - Considered	0.00	0.00	0.00	0.00	0.00	0.00
iv Disputed Trade Receivables - Considered	0.00	0.00	0.00	0.00	0.00	0.00
	16,015.84	12,075.34	2,036.56	81.93	32.54	30,242.20
Ageing for Trade Receivable as at 31st March, 2021						
	Outstanding for following periods from					
	due date of payment					
Trade Receivables Ageing Schedule	Less than	6 months -				
	6 months	1 year	1-2 years	2-3 years	More than 3	Total
					years	
i Undisputed Trade Receivables - Considered Good	11,346.32	66.63	86.65	500.00	36.04	12,035.63
ii Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii Disputed Trade Receivables - Considered	0.00	0.00	0.00	0.00	0.00	0.00
iv Disputed Trade Receivables - Considered	0.00	0.00	0.00	0.00	0.00	0.00
	11,346.32	66.63	86.65	500.00	36.04	12,035.63
NOTE 15						
CASH AND CASH EQUIVALENTS						
Balances with banks	0.00	0.60				
Cash on hand	217.02	90.83				
	217.02	91.43				
NOTE 16						
SHORT-TERM LOANS AND ADVANCES						
(Unsecured, considered good)						
Advances to Suppliers	7,091.34	6,208.00				
Advance Receivable In Cash or Kind	10,104.20	1,624.20				
	17,195.54	7,832.20				
NOTE 17						
OTHER NON CURRENT ASSETS						
Prepaid Expenses	234.59	500.00				
Other Current Assets	97.28	0.00				
	331.87	500.00				

NOTES TO FINANCIAL STATEMENTS

NOTE 26

RELATED PARTY DISCLOSURES

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

Sr.no.	Particulars	Nature	Relationship	Amount (Excluding Taxes) ₹ thousands)
1	Proex Advisors LLP	Rendering of Services	Directors Firm	4,442.39
2	Proex Advisors LLP	Receiving Services	Directors Firm	338.98
3	Abhishek Jain	Interest Paid	Director	8.85
4	Abhishek Jain	Sitting Fees	Director	30.00
4	Nirmal Jain	Interest Paid	Director	72.28
5	Nirmal Jain	Remuneration	Director	900.00
6	Yaman Saluja	Remuneration	Director	800.00
7	Yaman Saluja	Interest Paid	Director	78.16
8	Ashish Jain	Remuneration	Director	1,200.00
9	Ruchita Jain	Salary	Director's Spouse	480.00

2 Amounts outstanding to related parties are as follows: -

Sr.no	Particulars	Nature	Relationship	Amount (₹ thousands)
1	Ashish Jain	Unsecured Loan	Director	95.31
2	Abhishek Jain	Unsecured Loan	Director	68.91
3	Nirmal Jain	Unsecured Loan	Director	1,079.86
4	Yaman Saluja	Unsecured Loan	Director	811.12
5	Ruchita Jain	Salary Payable	Director's Spouse	800.00

3 Advances to Related Parties

Sr.no	Particulars	Nature	Relationship	Amount (₹ thousands)
1	ProEx Consulting	Advances to Creditors	Director's Proprietorship Firm	3,100.00

4 Amounts Receivable from Related Parties

Sr.no	Particulars	Nature	Relationship	Amount (₹ thousands)
1	ProEx Advisors LLP	Trade Receivables	Director's Firm	2,811.03

NOTE 27

OTHER MATTERS:

1 Naapbooks Private Limited is Engaged in the Work of Information Service Providing as well as in Information Service solution.

2 Payment to Auditors:

	(₹ thousands)	
	2021-22	2020-21
a. Audit fee	30.00	15.00
b. For Tax Audit	20.00	10.00
	50.00	25.00

NOTE 28**ADDITIONAL REGULATORY INFORMATION****Ratios**

Ratio	Numerator	Denominator	Current Year	Previous Year
(a) Current Ratio (In Times)	Total Current assets	Total Current liabilities	3.54	1.61
(b) Debt-Equity Ratio (In Times)	Total Debt (Consists of Long Term Borrowings and Short Term Borrowings)	Shareholder's Fund	0.05	0.16
(c) Debt Service Coverage Ratio (In Times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service =Interest + Principal repayment	13.87	11.57
(d) Return on Equity Ratio (in %)	Profit for the year	Average Shareholder's	5.62%	24.41%
(e) Trade Receivables turnover ratio (In Times)	Revenue from operations	Average Trade	1.33	2.89
(f) Trade payables turnover ratio (In Times)	Purchases of services + Cost of equipment and other expenses	Average Trade Payables	3.12	4.51
(g) Net capital turnover ratio (In Times)	Revenue from operations	Average working capital = Total current assets less Total current liabilities)	1.33	3.27
(h) Net profit ratio (In %)	Profit for the year	Revenue from Operations	8.29%	17.34%
(i) Return on Capital employed (In %)	Profit before taxes and Finance Cost	Capital Employed =Net worth + Deferred tax liabilities+Long Term Borrowing	6.70%	33.80%

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

- a) Current Ratio has increased majorly due to increase in the Trade Receivables and Short Term Loans and Advances
- b) Debt Equity Ratio has been reduced due to the Increase in the Equity Share Capital on account of Initial Public Issue
- c) Return on Equity has decreased majorly due the increase in the Equity Share Capital on account of Initial Public Issue
- d) Trade Receivables Turnover Ratio has been decreased due to lower debtors realization in the year
- e) Trade Payables Turnover Ratio has been decreased due to increase in outstanding at the end of the year
- f) Net capital turnover Ratio has been decreased to the expenses related to the Initial Public Issue and Amortization of Intangible Assets.
- i) Return on Capital Employed has decreased majorly due the increase in the Equity Share Capital on account of Initial Public Issue

Additional Information, as required under Schedule III to the Companies Act, 2013 to be read along with Rule 6 of The Companies (Accounts) Rules, 2014, of Enterprises Consolidated As Subsidiary / Associates / Joint Ventures for the year ended 31st March, 2022

Name of the entity in the Group	Net Assets, i.e., total assets		Share in profit or loss	
	minus total liabilities			
	As % of consolidated net assets	Amount (₹ thousands)	As % of consolidated profit or loss	Amount (₹ thousands)
Parent				
Naapbooks Limited	99.95%	62,440.18	100.00%	2,325.83
Associates				
(as per proportionate consolidation)				
Indian				
Ndear Technologies Private Limited	0.05%	30.00	0.00%	0.00
TOTAL	100%	62,470.18	100%	2,325.83

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

CA Mahendrasingh S Rao
Partner
M. No. 154239
UDIN: 22154239ANQZUD1805

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

Nirmal Jain Ashish Jain
Chairman Director & CEO
DIN: 07773203 DIN: 07783857

Yaman Saluja
Director & CFO
DIN: 07773205

Place: Ahmedabad
Date: 25th May, 2022

Place: Ahmedabad
Date: 25th May, 2022

August 29, 2022

Dear Member,

You are cordially invited to attend the 5th Annual General Meeting of the members of Naapbooks Limited ("the Company") to be held **on Wednesday, September 28, 2022 at 4:00 p.m.** IST through video conference and other audio-visual means ("VC").

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 ("the Act"), read with the related rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations"), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Very truly yours,

Sd/-

Yaman Saluja

Whole-Time Director & CFO

DIN: 07773205

Enclosure:

1. Notice of the 5th Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Notice of the 05th Annual General Meeting

Notice is hereby given that the fifth (05th) Annual General Meeting of **NAAPBOOKS LIMITED** will be held on **Wednesday, 28th day of September, 2022 at 04:00 P.M.** IST, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary businesses:

Item No. 01- To receive, consider and adopt

the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2022 together with reports of the Board of Directors and Auditors thereon; and

Item No. 02- Appointment of Mr. Yaman Saluja as a Whole-Time director, liable to retire by rotation

To appoint a Director in place of Mr. Yaman Saluja (DIN: 07773205) who retires by rotation in terms of section 152(6) of the companies act, 2013 and, being eligible, offers himself for re- appointment.

Special businesses:

Item No. 03- Regularization of Mr. Siddharth Soni (02152387) as a Non-Executive Director of the Company:

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 152, section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Siddharth Soni (DIN: 02152387), who was appointed as an Additional

(Non-Executive) Director of the Company by the Board of Directors with effect from 25th May, 2022 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who has submitted a declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Director of the Company and he is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

Item No. 04- To Fix Managerial Remuneration of Mr. Yaman Saluja Whole- Time Director (DIN: 07773205) of the company.

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

RESOLVED THAT pursuant to the recommendation of the nomination and remuneration committee dated Aug 29, 2022 and the approval of the Board through its resolution

dated Aug 29, 2022 and in accordance with the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approved the appointment of Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Director of the company in their meeting held on 12th January, 2021 for a period of 5 (Five) years with effect from January 12, 2021 and herewith approval of the Members of the Company be and is hereby accorded for making payment of remuneration on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Yaman Saluja (DIN: 07773205) subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to section 197 and subject to approvals require as per Schedule V of the companies Act, 2013, the remuneration payable to Mr. Yaman Saluja (DIN: 07773205) is fixed for the **next three (3) financial years** from April 01, 2022 to March 31, 2025 as per Sub-Point III of section II of Schedule V, notwithstanding that such remuneration shall not exceed limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT effective from the date of approval of the shareholders of this resolution, the above additional terms shall be deemed to have been included to the terms and conditions of the appointment and remuneration of Mr. Yaman Saluja (DIN: 07773205), Whole-time Director of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force).

Item No. 05- To Fix Managerial Remuneration of Mr. Ashish Jain (DIN: 07783857), Director and CEO of the company.

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

RESOLVED THAT pursuant to the recommendation of the nomination and remuneration committee dated Aug 29, 2022 and the approval of the Board through its resolution dated Aug 29, 2022 in terms of provisions contained in 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for payment of remuneration to Mr. Ashish Jain (DIN: 077853857), Director, as set out in the Explanatory Statement, for the period from April 01, 2022 to March 31 2025 (for a period

of three (3) years), notwithstanding that such remuneration may exceed 1% (one percent) being the limit specified under Section 197 and Schedule V of the Act in case of the company has no profits or its profits are inadequate,, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, perquisites and benefits approved by this resolution shall be paid as minimum remuneration to Mr. Ashish Jain (DIN: 077853857), Director of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force).

Item No. 06- To Fix Managerial Remuneration of Mr. Nirmal Jain (DIN: 07773203), Chairman & Director of the company.

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

RESOLVED THAT pursuant to the recommendation of the nomination and remuneration committee dated Aug 29, 2022 and the approval of the Board through its resolution

dated Aug 29, 2022 in terms of provisions contained in 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for payment of remuneration to Mr. Nirmal Jain (DIN: 07773203), Chairman & Director, as set out in the Explanatory Statement, for the period from April 01, 2022 to March 31 2025 (for a period of three (3) years), notwithstanding that such remuneration may exceed 1% (one percent) being the limit specified under Section 197 and Schedule V of the Act in case of the company has no profits or its profits are inadequate,, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, perquisites and benefits approved by this resolution shall be paid as minimum remuneration to Mr. Nirmal Jain (DIN: 07773203), Director of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force).

Naapbooks Limited

CIN: L72900GJ2017PLC096975

3rd Floor, Broadway Business Center,

Above V Mart, Law garden,

Ahmedabad – 380006

Tel:079-48940505

compliance@naapbooks.com

www.naapbooks.com

August 29, 2022

by order of the Board of Directors

For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary



Notes

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to roc.vikasjain@gmail.com with a copy marked to evoting@nsdl.co.in.
5. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2022. Members seeking to inspect such documents can send an email to compliance@naapbooks.com.
6. Members are requested to address all correspondence to the company at Naabooks Limited, 3rd Floor, Broadway Business Center, Law Garden, Ahmedabad or to RTA, KFin Technologies Limited (formerly known as Kfin Technologies Private Limited), Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032.
7. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020; the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode and for members who have not registered their email addresses is provided in the ‘Instructions for e-voting’ section which forms part of this Notice. The Board has appointed Nirav Soni & Co., Practicing Company Secretaries, as Scrutinizers to scrutinize

the e-voting in a fair and transparent manner.

8. Members holding shares as on cut-off date, i.e. as on **Thursday, September 22, 2022**, may cast their votes electronically. **The e-voting period commences on Sunday, September 25, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 2022 (5:00 p.m. IST).** The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **Thursday, September 22, 2022**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. In compliance with the Circulars, the Integrated Annual Report 2021-22, the Notice of the 05thAGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
11. 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, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Integrated Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and notice of the 05th AGM.
12. Members may also note that the Notice of the 05th AGM and the Integrated Annual Report 2021-22 will also be available on the Company's website, <https://www.naapbooks.com/investor/>, website of the stock exchange, i.e. BSE at www.bseindia.com, respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.
13. 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 e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.naapbooks.com.
14. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Naapbooks Limited

CIN: L72900GJ2017PLC096975

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Above V Mart, Law garden,

Ahmedabad – 380006

Tel:079-48940505

compliance@naapbooks.com

www.naapbooks.com

August 29, 2022

by order of the Board of Directors
For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

The remote e-voting period begins on **Sunday, September 25, 2022 (9:00 a.m. IST)** and ends on **Tuesday, September 27, 2022 (5:00 p.m. IST)**.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, September 22, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, September 22, 2022**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5 <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login Or www.cdslindia.com and click on New System Myeasi.

	<ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

- email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 9. Now, you will have to click on "Login" button.
 10. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2:** How to cast your vote electronically on NSDL e-voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre,

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll free no: 1800 1020 990/1800 224 430.

3. Members may send a request to evoting@nsdl.co.in for procuring User id and Password for e-voting by providing demat account number/ folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in dematerialized mode, you are requested to refer to the login method explained above.
4. The instructions for members for e-voting on the day of the AGM are mentioned in point number 18(A).

Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.co.in/1800 1020 990 and 1800 224 430 or contact Amit Vishal, Assistant Vice President – NSDL at amitv@nsdl.co.in/or Sanjeev Yadav, Assistant Manager-NSDL at sanjeevy@nsdl.co.in.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by

sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at compliance@naapbooks.com from September 21, 2022 (9:00 a.m. IST) to September 24, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting

(votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.naapbooks.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Naapbooks Limited

CIN: L72900GJ2017PLC096975

3rd Floor, Broadway Business Center,

Above V Mart, Law garden,

Ahmedabad – 380006

Tel:079-48940505

compliance@naapbooks.com

www.naapbooks.com

August 29, 2022

by order of the Board of Directors

For, Naapbooks Limited

Sd/-

Sahul Jotaniya

Company Secretary

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 Nos. 3 to 10 of the accompanying Notice:

Item No. 03

Regularization cum Appointment of Mr. Siddharth Soni (DIN: 02152387) as a Non-Executive Director of the company: ordinary resolution.

Mr. Siddharth Soni (DIN: 02152387) was appointed as an Additional Non-Executive Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on 25th May, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Siddharth Soni will hold office up to the date of the ensuing AGM. Mr. Siddharth Soni be appointed as Non-Executive Director of the Company under the provisions of Section 152 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on 25th May, 2022, considered and recommended the appointment of Mr. Siddharth Soni as a Non-Executive Director of the Company to hold office up to the date of ensuing Annual General Meeting (AGM) and not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Siddharth Soni fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A brief profile of Mr. Siddharth Soni, including nature of his expertise, is provided at is provided under Annexure to the notice of this Annual Report.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing

the candidature of Mr. Siddharth Soni for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Siddharth Soni (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set out under Item No. 3 for the approval of the Members by way of passing Ordinary Resolution.

Item No. 04

To Fix Managerial Remuneration of Mr. Yaman Saluja (DIN: 07773205), Whole-Time Director of the company.

The Board of Directors of the company ("the board") at its meeting held on 12th January, 2021 changed the designation of Mr. Yaman Saluja (07773205) from the Executive Director to Whole-time Director of the Company for a period of 5 years w.e.f. 12th January, 2021 in terms of provision of Section 196, 203 and Schedule V to the Companies Act, 2013 read with companies (Appointment of Remuneration of Managerial Personnel) rules, 2014 and appointment was approved as per Section 196(4) of the companies act, 2013 in the next Extra-ordinary general meeting held on 04th March, 2021.

The Board of Directors had noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Executive Director of the Company, in the event of loss or inadequacy of profit in any financial year, shall be as per the limit set out in Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 197, 198, Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Executive Director of the Company is now being placed before the

Members for their approval by way of Special Resolution.

It is proposed to seek the members' approval for the remuneration payable to Mr. Yaman Saluja (DIN: 07773205) as a Whole-Time Executive Director of the Company, in terms of the applicable provisions of the Act.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in the business of developing and providing Information Technological solutions to corporate for their requirements. The company develops and provides Fintech App, Cloud Consulting, Block chain App, Mobile App, Web App, Embedded App products to its clients.

Date or expected date of commencement of commercial production: The Company is engaged in the business of IT Industry.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(₹ In Lakh)

PARTICULARS	STANDALONE	
	YEAR ENDED 31/03/2022	YEAR ENDED 31/03/2021
I. Net Sales/Income from Operations	280.45	271.32
II. Other Income	0.019	0.12
III. Total Income (I+II)	280.47	271.44
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	191.01	180.55
V. Finance Cost	8.73	6.72
VI. Depreciation and Amortization Expense	45.60	18.79
VII. Profit Before Tax (IV-V-VI)	35.13	65.38
VIII. Tax Expense:		
i Current Tax Expense	8.46	15.94
ii Tax Expense Relating to prior years	(1.72)	0
iii Deferred Tax (Asset)/Liabilities	5.14	2.40
IX. Profit After Tax (VII-VIII)	23.25	47.04

Foreign investments or collaborations, if any:

No collaborations have been made by the Company with any of foreign entity.

Further, as at 31st March, 2022, total holding of Foreign Shareholders was zero of Promoter Group and other Foreign Shareholders holding was 11,200 Equity Shares.

Information about the Executive Director:

Background Details: Mr. Yaman Saluja aged 32 years old is a Promoter and Whole Time Director and Chief Finance Officer of our Company. He

holds a bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu. He is associated with our Company since April, 2017. He has experience of more than 7 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.

Past Remuneration:- Rs. 8,00,000/- (Rupees Eight lacs) paid during F.Y 2021-22

Recognition of Award: None

Job Profile and his suitability: Mr. Yaman Saluja is responsible for marketing and finance related matters of the company.

Remuneration Proposed: Rs. 12,00,000/- (Rupees Twelve lacs) P.A. i.e. Rs. 1,00,000/- (Rupees one lacs) per month for the next three years (from F.Y 2022-23 to F.Y 2024-25).

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Yaman Saluja (DIN: 07773205), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Yaman Saluja (DIN: 07773205) has no pecuniary relationship with any of the Directors or Key Managerial Personnel and their relatives of the company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and other applicable Regulations of SEBI (LODR) Regulations, 2015, the remuneration specified above payable to Mr. Yaman Saluja (DIN: 007773205) are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for a period of three year w.e.f. April 01, 2022 to March 31, 2025 until revised further.

Except Mr. Yaman Saluja (DIN: 07773205) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No. 05

To Fix Managerial Remuneration of Mr. Ashish Jain (DIN: 07783857), Director and CEO of the company.

The company proposed to fix managerial remuneration payable to Mr. Ashish Jain (DIN: 07783857), Director of the company as per section 197 and Schedule V of the Companies Act, 2013.

The proposed amount of managerial remuneration may exceed the 1% (one percent) limit specified in section 197 of the companies act, 2013. Hence, as per Schedule V in case of inadequate profit, company may pay managerial remuneration in excess of the limits specified in section 197 of the companies act, 2013 by passing of special resolution in the general meeting of the shareholders.

The Company propose to pay managerial remuneration amounting of **Rs. 15,00,000/- (Rupees Fifteen lacs) P.A for the next three (3) years (from F.Y 2022-23 to F.Y 2024-25)** to Mr. Ashish Jain (DIN: 07783857) which may exceed the limit of 1% (one percent) specified in Section 197 of the companies act but within the limits specified in Schedule V of the Companies Act, 2013.

Except Mr. Ashish Jain (DIN: 07783857) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No. 06

To Fix Managerial Remuneration of Mr. Nirmal Jain (DIN: 07773203), Chairman & Director of the company.

The company proposed to fix managerial remuneration payable to Mr. Nirmal Jain (DIN: 07773203, Chairman & Director of the company as per section 197 and Schedule V of the Companies Act, 2013.

The proposed amount of managerial remuneration may exceed the 1% (one percent)

limit specified in section 197 of the companies act, 2013. Hence, as per Schedule V in case of inadequate profit, company may pay managerial remuneration in excess of the limits specified in section 197 of the companies act, 2013 by passing of special resolution in the general meeting of the shareholders.

The Company propose to pay managerial remuneration amounting of **Rs. 10,00,000/- (Rupees Ten lacs) P.A for the next three (3)**

years (from F.Y 2022-23 to F.Y 2024-25) to Mr. Nirmal Jain (DIN: 07773205) which may exceed the limit of 1% (one percent) specified in Section 197 of the companies act but within the limits specified in Schedule V of the Companies Act, 2013.

Except Mr. Nirmal Jain (DIN: 07773205) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No.02

Name of Director	Yaman Saluja (DIN: 07773205)
Date of Birth	February 20, 1990
Date of Initial Appointment	April 20, 2017
Date of Appointment (at current term)	January 12, 2021 for a period of 5 years
Educational Qualifications	Bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu
Expertise in specific functional areas – Job profile and suitability	Yaman Saluja is Promoter and Whole Time Director and Chief Finance Officer of our Company. He holds a bachelor degree in Arts faculty with specialization in Journalism and Mass Communication from Periyar University, Salem, Tamil Nadu. He is associated with our Company since April, 2017. He has experience of more than 7 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Designated Partner in M/s. Proex Advisors LLP
Memberships / Chairmanships of committees of other public companies	Membership: -1 committee of the Board
Shareholding in the Company:	2,37,600 Number of Equity Shares at the end of March 31, 2022
Inter-se Relationship with other Directors	Nil

Item No. 03

Name of Director	Mr. Siddharth Soni
Date of Birth	August 02, 1985
Date of Initial Appointment	May 25, 2022
Date of Appointment (at current term)	May 25, 2022
Educational Qualifications	Bachelor in commerce (B. Com)
Expertise in specific functional areas - Job profile and suitability	Mr. Sidharth Soni, is a Bullion Trader & Merchant with over 12 years of experience in domestic and international trade, having offices across India & in Dubai. Previously, he has successfully managed a Corporate Recruitment firm with 1000+ management placements. He has also been in collaboration with various businesses in real estate and diamond trading.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	1) Rasavat Food Courts Private Limited (CIN: U55209GJ2018PTC104228) 2) Arth Organiser And Executors LLP (LLPIN : AAM-6392)
Memberships / Chairman ships of committees of other public companies	Membership: -1 committees of the Board
Shareholding in the Company:	Nil
Inter-se Relationship with other	Nil

Naapbooks Limited

CIN: L72900GJ2017PLC096975

3rd Floor, Broadway Business Center,

Above V Mart, Law garden,

Ahmedabad – 380006

Tel:079-48940505

compliance@naapbooks.com

www.naapbooks.com

August 29, 2022

www.naapbooks.com

August 29, 2022

by order of the Board of Directors

For, Naapbooks Limited

sd/-


Sahul Jotaniya

Company Secretary

REACH US

Naapbooks Limited

3rd Floor, Broadway Business Centre,
Law Garden, Ahmedabad - 380006

 079-48940505 | +91 90163 23227

 compliance@naapbooks.com  www.naapbooks.com

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