

Date: 06th October, 2023

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

Ref: Scrip Code: 543351 / Scrip Id: NBL

Subject: Compliance under Regulation 32(8) of SEBI LODR, Regulation, 2015 about submission of Statement of deviation(s) or variation(s).

Dear Sir/Madam,

Pursuant to Regulation 32 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby state that the company has made a preferential issue of 11,50,000 (Eleven Lacs Fifty Thousand) equity shares of face value of ₹10/- (Rupees Ten only) each at a price of ₹ 72/- (Rupees Seventy Two only) per equity share including premium of ₹ 62/- each , on a preferential basis ('Preferential Issue'), out of which 4,00,000 (Four Lacs) equity shares were issued for cash consideration and 7,50,000 (Seven Lacs and Fifty Thousands) equity shares were issued for consideration other than cash (share swap).

Object 01: The object of the preferential issue of 4,00,000 (Four lacs) equity shares having face value of ₹ 10/- (Rupees Ten only) at a price of ₹ 72/- (Rupees Seventy Two only) each including share premium of ₹ 62/- (Rupees Sixty Two Only) for cash consideration was to finance working capital requirement of the Company.

Object 02: The object of the preferential issue of 7,50,000 (Seven lacs fifty thousand) equity shares having face value of ₹ 10/- (Rupees Ten only) at a price of ₹ 72/- (Rupees Seventy Two only) each including share premium of ₹ 62/- (Rupees Sixty Two Only) for consideration other than cash, was to allot Subscription Shares total 7,50,000 (Seven Lacs Fifty Thousand) equity shares to M/s. Proex Advisors LLP to discharge the total consideration of ₹ 5,40,00,128/- (Five Crore Forty Lacs one Hundred and Twenty Eight) payable by the Company for the acquisition of 50% stake of M/s. Proex Advisors LLP.

CIN : L72900GJ2017PLC096975

☎ 079-4894 0505

✉ info@naapbooks.com

🌐 www.naapbooks.com

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

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Allotment of 11.50.000 equity shares

The Company has made an allotment of 11,50,000 (Elven lacs fifty thousand) equity shares in two tranches as below:

- a) In first tranche, the company had made an allotment of 1,00,000 (One lacs) equity shares of ₹10/- each at a price of ₹72/- (Rupees Seventy Two Only) each on a preferential basis ('Preferential Issue') for cash consideration on 31st March, 2023 and raised ₹72,00,000/- (Rupees Seventy Two Lacs only) of which ₹36,00,000/- (Rupees Thirty Six lacs) received from one allottee on 29/03/2023 and balance ₹36,00,000/- received from second allottee on 31/03/2023. The said amount was not utilized by the company till 31/03/2023.
- b) In second tranche, the company has made an allotment of 10,50,000 (Ten Lacs Fifty Thousand) equity shares of ₹10/- each at a price of ₹72/- (Rupees Seventy Two Only) each on a preferential basis ('Preferential Issue') on 05th April, 2023, out of which 3,00,000 (Three lacs) equity shares were allotted for cash consideration aggregating to ₹2,16,00,000/- (Rupees Two crore sixteen lacs) and 7,50,000 (Seven Lacs Fifty thousand) equity shares were allotted for consideration other than cash (Share Swap) basis to M/s. Proex Advisors LLP.

The total cash consideration amount of ₹2,88,00,000/- (Rupees Two crores eighty eight lacs) was **fully utilized** by the company during the half year i.e. 1st April, 2023 to 30th September, 2023, for the purpose for which the amount was raised by the company.

Allotment fund received in total three tranches as below:

Sr.No	Date on which Share application money received (Fund Raised) in Bank account	Amount
1	29-03-2023	₹36,00,000/-
2	31-03-2023	₹36,00,000/-
3	05-04-2023	₹2,16,00,000/-
	Total	₹2,88,00,000/-

There is no deviation(s) or variation(s) in the use of proceeds from the object stated in the explanatory statement to the notice for the general meeting dated 13th February, 2023.

The Company received listing approval from BSE on 15/05/2023 and Trading approval on 01/06/2023.

The "**Date of Raising Funds**" considered as the date of allotment of second tranche i.e. 05/04/2023.

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The entire money received by the Company towards preferential issue of equity shares has been fully utilized for the objects stated in the Disclosure Document till the half year ended on 30th September, 2023.

The Statement of deviation(s) or variation(s) for the half year ended on 30th September, 2023 is enclosed here.

Kindly acknowledge the receipt of the same.

Thanking you,

For, **Naapbooks Limited**

CS Sahul Jotaniya
Company Secretary & Compliance Officer
(ACS No. 43006)
Enclosure: As Above

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Statement of Deviation / Variation in utilization of funds raised

Name of listed entity	NAAPBOOKS LIMITED
Mode of Fund Raising	Preferential Issue
Date of Raising Funds	05 th April, 2023 (Second Allotment date)
Amount Raised	₹ 288.00 Lacs (Cash Consideration) and Share Swap (Non-cash consideration)
Report filed for Quarter ended	30/09/2023
Monitoring Agency	Not applicable
Monitoring Agency Name, if applicable	-----
Is there a Deviation/ Variation in use of funds raised	No
If yes, whether the same is pursuant to change in Terms of a contractor objects, which was approved by the shareholders	Not applicable
If Yes, Date of shareholder Approval	Not applicable
Explanation for the Deviation / Variation	Not applicable
Comments of the Audit Committee after review	Noted
Comments of the auditors, if any	Not Applicable
Objects for which funds have been raised and where there has been a deviation, in the following table	There is no deviation or variation

(₹ In Lacs)

Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilized	Amount of Deviation/ Variation for the quarter according to applicable object	Remarks if any
Funding the working capital requirements of the company	NA	₹288.00	-	₹288.00	Nil	Funds fully utilized during the half year ended on 30 th September, 2023.

<p>Acquisition of 50% stake in M/s. Proex Advisors LLP</p> <p>(The object of the proposed preferential issue for consideration other than cash is to allot Subscription Shares to M/s. Proex Advisors LLP to discharge the total consideration of ₹5,40,00,128/- (Rupees Five crores forty lacs one hundred twenty eight only) payable by the Company for the acquisition of 50% stake in M/s. Proex Advisors LLP.)</p>	<p>Not Applicable</p>	<p>Acquired 50% stake in Proex Advisors LLP against issue of 7,50,000 (Seven Lacs Fifty thousand) equity shares of face value ₹10/- (Rupees Ten only) each at a price of ₹72/- (Rupees Seventy Two only) per Equity Share including premium of ₹62/- each, on a preferential basis ('Preferential Issue') (Consideration other than cash- "Share Swap")</p>			
<p>Total</p>		<p>₹288.00</p>		<p>₹288.00</p>	

Deviation or variation could mean:

(a) Deviation in the objects or purposes for which the funds have been raised or

(b) Deviation in the amount of funds actually utilized as against what was originally disclosed or

(c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc

Signature by

CS Sahul Jotaniya
Company Secretary and Compliance officer
ACS No. 43006

Date: 06/10/2023
Place: Ahmedabad

NOTE:

The “**Date of Raising Funds**” considered as the date of allotment of second tranche i.e. 05/04/2023.

Out of 11,50,000 (Eleven Lacs Fifty thousand) equity shares having face value of ₹10/- (Rupees Ten only) at a price of ₹72/- (Rupees Seventy Two only) each including share premium of ₹62/- (Rupees Sixty Two Only), the Company has made an allotment of 4,00,000 (Four lacs) equity shares were issued for cash consideration and 7,50,000 (Seven lacs and Fifty Thousands) equity shares were allotted to Proex Advisors LLP to discharge the total consideration of ₹5,40,00,128/- payable by the Company for the acquisition of 50% contribution of Proex Advisors LLP for consideration other than cash (being swap of 50% contribution of Proex Advisors LLP).

The Company has made an allotment of equity shares in two tranches as below:

- a) In first tranche, the company had made an allotment of 1,00,000 (One lacs) equity shares for cash consideration as on 31/03/2023 and raised ₹72,00,000/- (Rupees Seventy Two Lacs only) of which ₹36,00,000/- (Rupees Thirty Six lacs) received from one allottee on 29/03/2023 and balance ₹36,00,000/- received from second allottee on 31/03/2023. The said amount was not utilized by the company till 31/03/2023.
- b) In second tranche, the company has made an allotment of 10,50,000 (Ten Lacs Fifty Thousand Only) equity shares of ₹10/- each at a price of ₹72/- (Rupees Seventy Two Only) each on a preferential basis (‘Preferential Issue’), out of which 3,00,000 (Three lacs) equity shares are allotted for cash consideration aggregating to ₹2,16,00,000/- (Rupees Two crore sixteen lacs) and 7,50,000 (Seven Lacs Fifty thousand) equity shares are allotted for consideration other than cash (Share Swap) basis to M/s. Proex Advisors LLP.

The total cash consideration amount of ₹2,88,00,000/- (Rupees Two crores eighty eight lacs) were **fully utilized** by the company during the half year i.e. 1st April, 2023 to 30th September, 2023, for the purpose for which the amount was raised by the company.