

Date: June 01, 2026

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

**Sub-** Intimation of Notice of Extra-Ordinary General Meeting

**Ref:** Scrip Code: 543351, Scrip Id: NBL

Dear Sir/Ma'am,

This has further reference to our Board meeting outcome dated May 30, 2026, the Extra-Ordinary General Meeting is scheduled to be held on **Wednesday, June 24, 2026 at 04:00 P.M. (IST)** of the company, which is being sent in electronic mode to the Members whose E-mail ids were registered with Company/Depository Participants(s).

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the, please find enclosed herewith the Notice of EGM of the Company, which is being sent to the Members of the Company through electronic mode, who have registered their e-mail addresses with the Depositories/Company in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice is also available on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com).

We inform you that the voting on the resolutions proposed to be passed at the EGM will be carried out by show of hand unless a demand for poll is made by any member in accordance with Section 109 of the companies Act, 2013 ("the Act"), read with rule 21 and other related rules of the Companies (Management and Administration) Rules, 2014.

Sr.no	Particulars	Details
1	EGM Date and time	Wednesday, June 24, 2026 at 04:00 P.M.
2	Cut-off date (for fixing eligibility of shareholders for voting at EGM)	Friday, June 19, 2026

Kindly take the same on record.

For, **Naapbooks Limited**

**Surbhi Agrawal**  
**Company Secretary & Compliance Officer**  
**Mem. No.: A56353**  
**Enclosure:** As above

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

Registered Office: 901, Shivarth The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Ahmedabad, Gujarat 380054

Phone: +91 9016323227; Email: [compliance@naapbooks.com](mailto:compliance@naapbooks.com); Website: [www.naapbooks.com](http://www.naapbooks.com)

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**May 30, 2026**

Dear Member,

You are cordially invited to attend the Extra-Ordinary General Meeting (EoGM) of the members of Naapbooks Limited ("the Company") to be held on **Wednesday, June 24, 2026 at 04:00 p.m. IST** at the registered office of the company situated at 901, Shivarth The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Ahmedabad, Gujarat 380054.

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

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

Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the companies Act, 2013 ("the Act"), read with rule 21 and other related rules of the Companies (Management and Administration) Rules, 2014.

Very truly yours,

**Sd/-**

**Ashish Jain**

Director & CEO

DIN: 07783857

**Enclosure:**

1. Notice of the Extra-Ordinary General Meeting
2. Notes forming part of the Notice.
3. Explanatory statements (As per Section 102 of the Companies Act, 2013)
4. Attendance slip, Proxy form and Polling paper
5. Route map of venue of Extra-Ordinary General Meeting.

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### **NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting of **NAAPBOOKS LIMITED** will be held on **Wednesday, 24<sup>th</sup> day of June, 2026 at 04:00 P.M. IST**, at the registered office of the company situated at 901, Shivarth The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Ahmedabad, Gujarat 380054, India to transact the following businesses:

#### **SPECIAL BUSINESSES:**

##### **Item No. 01**

**To consider approval of reappointment, remuneration of Mr. Yaman Saluja, Whole-Time Director (DIN:07773205) of the company For a Period of five (5) years.:**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of sections 152(6), 164, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, pursuant to recommendation of Nomination and Remuneration committee meeting held on May 30, 2026 for reappointment as a Whole-Time Director & approval of remuneration and subject to other statutory approvals, if required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Yaman Saluja, (DIN: 07773205), as a Whole-Time Director of the Company for a period of 5 (Five) years commencing from January 12, 2026 to January 11, 2031, whose office shall be liable to determination by retirement of directors by rotation, upon the terms and conditions in such a manner as the board may deem fit and acceptable to Mr. Yaman Saluja, Whole-Time Director and Key Managerial Personnel of the Company.

**“RESOLVED FURTHER THAT** a draft agreement to be entered into between the Company and Mr. Yaman Saluja for his Re-appointment as Whole-Time Director of the Company, containing such terms and conditions as may be agreed, be and is hereby approved by the members of the Company.

**“RESOLVED FURTHER THAT** any Director/Company Secretary of the Company, be and are hereby severally authorized to issue notice of the General Meeting, file necessary e-forms and other applicable forms/returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

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## Item No. 02

### Approval of revision in remuneration of Mr. Yaman Saluja (Din: 07783857), as Whole-Time 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** in accordance with the provisions of Sections 152(6), 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the Members of the Company be and is hereby accorded for revision of managerial remuneration payable to Mr. Yaman Saluja having DIN: 07773205 as Whole-Time Director and Key Managerial Personnel of the Company, whose office shall be liable to determination by retirement of directors by rotation, for a period of 5 (Five) years with effect from January 12, 2026 to January 11, 2031 on the terms and conditions including remuneration as set out for a period of three years i.e. F.Y. 2026-27 to F.Y. 2028-29; which may exceed the limits prescribed under Section 197 of the Act but shall be in accordance with the conditions specified under Schedule V to the Act in case of no profits or inadequate profits during any financial year during his tenure, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Yaman Saluja.”

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Yaman Saluja (DIN:07773205), Whole-Time Director of the Company, from Rs. 12,00,000/- (Rupees Twelve Lacs) per annum to Rs. 50,00,000/- (Rupees Fifty Lacs) Per annum, for the next three Financial year i.e. From FY 2026-27 to FY 2028-29.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 197(1)(i) of the Companies Act, 2013, the remuneration payable to Mr. Yaman Saluja (DIN:07773205), for the FY 2026-27 to FY 2029-30, may exceed 5% of the net profits of the Company and as per section 197(1) may exceed 11% limit overall managerial remuneration limit, computed in accordance with Section 198 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary and/or modify the terms and conditions including remuneration, benefits and perquisites payable/made available to the appointee in such manner as may be agreed upon between the Board and the appointee.

### Terms and Condition of Remuneration

- A) **Salary:** Up to Rs. 50,00,000/- (Rupees Fifty Lacs only) per annum. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

- B) Perquisites:** Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.
- C) Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.
- D) Gratuity:** Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.
- E) Sitting Fee:** No sitting fee shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- F) Entertainment, travelling & hotel expenses:** Reimbursement of entertainment expenses and travelling/hotel expenses incurred in India or abroad exclusively for business of the company, in accordance with rules of the company.
- G) Reimbursement of business expenses:** All expenses actually incurred in connection with the business of the company shall be reimbursed.

**“RESOLVED FURTHER THAT** any Director/Company Secretary of the Company, be and are hereby severally authorized to issue notice of the General Meeting, file necessary e-forms and other applicable forms/returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

### **Item No. 03**

#### **Approval of revision in remuneration of Mr. Ashish Jain (Din: 07783857), as Executive 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** in accordance with the provisions of Sections 152(6), 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the Members of the Company be and is hereby accorded for revision of managerial remuneration payable to Mr. Ashish Jain having DIN: 07783857 as Executive Director, whose office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration as set out for a period of three years i.e. F.Y. 2026-27 to F.Y. 2028-29; which may exceed the limits prescribed under Section 197 of the Act but shall be in accordance with the conditions specified under Schedule V to the Act in case of no profits or inadequate profits during any financial year during his tenure, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Ashish Jain.”

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Ashish Jain (DIN:07783857), Executive Director of the Company, from Rs. 15,00,000/- (Rupees Fifteen Lacs) per annum to

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Rs. 50,00,000/- (Rupees Fifty Lacs) Per annum, for the next three Financial year i.e. From FY 2026-27 to FY 2028-29.”

“**RESOLVED FURTHER THAT** pursuant to provisions of Section 197(1)(ii)(A), the remuneration payable to Mr. Ashish Jain (DIN:07783857), along with the remuneration payable to all Directors of the Company for the FY 2026-27 to FY 2029-30, may exceed 1% of the net profits of the Company and as per section 197(1) may exceed 11% limit overall managerial remuneration limit, computed in accordance with Section 198 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary and/or modify the terms and conditions including remuneration, benefits and perquisites payable/made available to the appointee in such manner as may be agreed upon between the Board and the appointee.

### **Terms and Condition of Remuneration**

- A) Salary:** Up to Rs. 50,00,000/- (Rupees Fifty Lacs only) per annum. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)
- B) Perquisites:** Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.
- C) Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.
- D) Gratuity:** Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.
- E) Sitting Fee:** No sitting fee shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- F) Entertainment, travelling & hotel expenses:** Reimbursement of entertainment expenses and travelling/hotel expenses incurred in India or abroad exclusively for business of the company, in accordance with rules of the company.
- G) Reimbursement of business expenses:** All expenses actually incurred in connection with the business of the company shall be reimbursed.

“**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company, be and are hereby severally authorized to issue notice of the General Meeting, file necessary e-forms and other applicable forms/returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

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#### **Item No. 04**

#### **Approval of remuneration payable to Mr. Abhishek Jain (Din: 07773124), as Non-Executive 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** in accordance with the provisions of Sections 152(6), 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the Members of the Company be and is hereby accorded for remuneration payable to Mr. Abhishek Jain having DIN: 07773124 as Non-Executive Director of the Company, whose office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration as set out for a period of three years i.e. F.Y. 2026-27 to F.Y. 2028-29; which may exceed the limits prescribed under Section 197 of the Act but shall be in accordance with the conditions specified under Schedule V to the Act in case of no profits or inadequate profits during any financial year during his tenure, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Yaman Saluja.”

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Abhishek Jain (DIN:07773124), Non-Executive Director of the Company, to Rs. 25,00,000/- (Rupees Twenty Five Lacs) per annum, for the next three Financial year i.e. From FY 2026-27 to FY 2028-29 notwithstanding that such remuneration may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the company.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 197(1)(ii)(A), the remuneration payable to Mr. Abhishek Jain (DIN:07773124), along with the remuneration payable to all Directors of the Company for the FY 2026-27 to FY 2029-30, may exceed 1% of the net profits of the Company and as per section 197(1) may exceed 11% limit overall managerial remuneration limit, computed in accordance with Section 198 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary and/or modify the terms and conditions including remuneration, benefits and perquisites payable/made available to the appointee in such manner as may be agreed upon between the Board and the appointee.

#### **Terms and Condition of Remuneration**

- A) **Salary:** Up to Rs. 25,00,000/- (Rupees Twenty Five Lacs only) per annum. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)
- B) **Perquisites:** Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended

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from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

- C) Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.
- D) Gratuity:** Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.
- E) Sitting Fee:** In Addition to Remuneration as above, sitting fee shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- F) Entertainment, travelling & hotel expenses:** Reimbursement of entertainment expenses and travelling/hotel expenses incurred in India or abroad exclusively for business of the company, in accordance with rules of the company.
- G) Reimbursement of business expenses:** All expenses actually incurred in connection with the business of the company shall be reimbursed.

**“RESOLVED FURTHER THAT** any Director/Company Secretary of the Company, be and are hereby severally authorized to issue notice of the General Meeting, file necessary e-forms and other applicable forms/returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

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[compliance@naapbooks.com](mailto:compliance@naapbooks.com)  
[www.naapbooks.com](http://www.naapbooks.com)

by order of the Board of Directors  
For, Naapbooks Limited  
**Sd/-**

**Surbhi Agrawal**  
*Company Secretary*

**Date:** May 30, 2026

## NOTES

1. Information regarding the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard II on General Meeting, setting out the material facts and reasons relating to Special Businesses as set out in the Notice of EGM is annexed hereto.
2. The Extra-Ordinary General Meeting (EGM) will be held physically i.e. at the registered office of the company. The attendance slip, proxy form, Polling Paper and route map are attached to this notice and also available on the Company's website [www.naapbooks.com](http://www.naapbooks.com).

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

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

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

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

4. The entire equity share capital of the company is in dematerialized form. There is no shareholder who held shares in physical form. Hence, Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification. Members/Proxies should bring their Attendance slip duly completed for attending the meeting.
5. Pursuant to Section 113 of the Companies Act, 2013 (the "Act") and rules framed thereunder, Corporate members intending to send their authorized representatives to attend the meeting are requested to send email to the Company on [compliance@naapbooks.com](mailto:compliance@naapbooks.com) or to a scrutinizer on [niravsoni003@gmail.com](mailto:niravsoni003@gmail.com), a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, May 29, 2026**. Members may note that Notice has been uploaded on the website of the Company at [www.naapbooks.com](http://www.naapbooks.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. Members who are not in receipt of E-mail of Notice of Extra-Ordinary General Meeting, they can contact to company on [compliance@naapbooks.com](mailto:compliance@naapbooks.com) to receive copy of Notice in electronic mode.
8. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address [compliance@naapbooks.com](mailto:compliance@naapbooks.com) quoting full details of Folio No. / DP, Client ID and name of first / sole holder.

9. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
10. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, June 19, 2026**, shall be entitled **to vote at the EGM by Show of hand or by poll**. Any recipient of the Notice of EGM, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
11. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company. The voting at the Extra-Ordinary General Meeting will be carried out by show of hand or by poll. Polling paper in form of MGT-12 is attached with this notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra-Ordinary General Meeting.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra-Ordinary General Meeting.
14. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
15. Members may contact the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited, in case of any change of their address or queries relating to their shares.
16. All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Registered office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except Saturdays, Sundays and Holidays) up to the date of EGM.
17. 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 voting done at EGM i.e. by show of hand or through Poll papers i.e. MGT-12, within two working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and will also be displayed on the Company's website, [www.naapbooks.com](http://www.naapbooks.com).
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of

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time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

20. Route-map of venue of the meeting is provided at the end of the Notice.

Naapbooks Limited  
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by order of the Board of Directors  
For, Naapbooks Limited  
**Sd/-**

**Surbhi Agrawal**  
*Company Secretary*

**Date:** May 30, 2026

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## **Explanatory Statement**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 to Item No. 4 of the accompanying Notice:

### **Item No. 01: To consider approval of reappointment, remuneration of Mr. Yaman Saluja, Whole-Time Director (DIN:07773205) of the company For a Period of five (5) years**

The Board Members re-appointed Mr. Yaman Saluja (DIN: 07773205), as Whole-Time-Director of the Company at their Board meeting held on May 30, 2026 to hold office for a period five (5) years of w.e.f. January 12, 2026 to January 11, 2031 on the terms & conditions recommended by the Nomination and Remuneration Committee, subject to approval of the members in the ensuing general meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors. The Proposed appointment is in accordance with the requirement of the Companies Act, 2013.

The Office of Mr. Yaman Saluja as Whole-Time Director shall be liable to determination by retirement of directors by rotation under section 152(6) of the Companies Act, 2013.

A draft agreement to be entered into between the Company and Mr. Yaman Saluja, setting out the terms and conditions of his appointment, has been approved by the Board and is open for inspection at the Registered office of the company during working hours on any working day (excluding Sundays) till the date of the Extra-Ordinary General Meeting.

Further, His re-appointment was due from January 12, 2026 and hence for the intervening period ratification of Members also required and hence members also requested to ratify such re-appointment for intervening period.

Except Mr. Yaman Saluja, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

The Board of Directors recommends the Special resolution set forth under Item No.01 for approval of the members in the interest of the Company.

### **Item No. 02: Approval of revision in remuneration of Mr. Yaman Saluja (Din: 07783857), as Whole-Time Director of the company**

The Board Members re-appointed Mr. Yaman Saluja (DIN: 07773205), as Whole-Time-Director of the Company at their Board meeting held on May 30, 2026 to hold office for a period five (5) years of w.e.f. January 12, 2026 to January 11, 2031 on the terms & conditions recommended by the Nomination and Remuneration Committee, subject to approval of the members in the ensuing general meeting.

Mr. Yaman Saluja was appointed as the Whole-Time Director effective from January 12, 2021 for a period of 5(five) years. Now the Board has proposed his appointment for further period of 5(five) years from January 12, 2026 to January 11, 2031.

NAAPBOOKS LIMITED

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Registered Office: 901, Shivarth The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Ahmedabad, Gujarat 380054

Phone: +91 9016323227; Email: compliance@naapbooks.com; Website: www.naapbooks.com

## Terms and Condition of Remuneration

- A) Salary:** Up to Rs. 50,00,000/- (Rupees Fifty Lacs only) per annum. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)
- B) Perquisites:** Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.
- C) Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.
- D) Gratuity:** Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.
- E) Sitting Fee:** No sitting fee shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- F) Entertainment, travelling & hotel expenses:** Reimbursement of entertainment expenses and travelling/hotel expenses incurred in India or abroad exclusively for business of the company, in accordance with rules of the company.
- G) Reimbursement of business expenses:** All expenses actually incurred in connection with the business of the company shall be reimbursed.

This statement containing following information given as per Clause-A of Section II of part II of Schedule V of the Companies Act, 2013:

<b>I. GENERAL INFORMATION:</b>					
(1)	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.	Existing Company and hence not applicable.			
	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.			
	Financial Performance based on given indicators (Standalone)	<b>Rs. in Lacs</b>			
		<b>Particulars</b>	<b>FY 2025-26</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>
		Revenue from Operation	1755.24	1218.39	776.94
		Other Income	28.35	23.61	1.38
		<b>Total Income</b>	<b>1783.59</b>	<b>1242.00</b>	<b>778.32</b>

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		Total Expense	682.67	621.91	557.57
		Profit/(Loss) before Tax	1100.92	620.09	220.75
		<b>Profit/(Loss) after Tax</b>	<b>830.28</b>	<b>448.10</b>	<b>165.73</b>
		Earnings per share (Face value of Rs. 10/- per share)	<b>7.66</b>	<b>4.70</b>	<b>5.53</b>
	Export Performance	The details of export performance, if any, are as required in the audited financial statements of the Company			
	Foreign Investments or collaborators, if any.	No collaborations have been made by the Company with any of foreign entity.  Further, as at 31 <sup>st</sup> March, 2026, total holding of Foreign Shareholders was zero of Promoter Group and other Foreign Shareholders holding was 44,400 Equity Shares.			
<b>II.</b>	<b>INFORMATION ABOUT THE APPOINTEE:</b>				
	Background Details	Mr. Yaman Saluja, is the Promoter and Director of the Company. He is associated with our Company since April, 2017. He has experience of more than 12 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.			
	Past Remuneration	Rs. 12,00,000/- (Rupees Twelve lacs) P.A. i.e. Rs. 1,00,000/- (Rupees one lacs) per month.			
	Recognition or Awards	Nil			
	Job Profile and his suitability	He possesses experience in the fields of marketing, advertising, finance, and business strategy. At Naapbooks Limited, he is primarily responsible for overseeing financial management, business development, sales and marketing strategies, and operational planning.			
	Remuneration Proposed	Rs. 50,00,000/- (Rupees Fifty lacs) P.A.			
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	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.			
<b>III.</b>	<b>OTHER INFORMATION:</b>				
	The Company has been profitable in the recent financial years. The Proposed remuneration exceeds the ceiling prescribed under section 197(1) of the Companies Act, 2013, since such ceiling is inadequate to retain executive talent of the calibre required for the management of the Company. The Company has not defaulted in payment of dues to its employees, any bank or financial institution. The Company is not a sick company, and no proceedings are pending against the company under the Insolvency and Bankruptcy Code, 2016. The Company has been taking steps to improve its revenues, expand its base, improve operational efficiency and invest in capacity building and expects steady improvement in revenues and profitability in the ensuing years.				
<b>IV.</b>	<b>DISCLOSURES:</b>				

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	The terms of re-appointment and remuneration package of Mr. Yaman Saluja has been enumerated above. A copy of the certified extracts of the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.
	The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2025-26, wherever applicable

Consequently, the Board of Directors of the Company recommends the aforesaid resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.

The said resolution has been proposed approval of remuneration as a Whole Time Director, which is till January 11, 2031 and is within the limits prescribed under Sub-Clause (A) of section II of Schedule V of the Act, and hence the approval of Central Government is not required.

Except Mr. Yaman Saluja, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

The Board of Directors recommends the Special resolution set forth under Item No.02 for approval of the members in the interest of the Company.

**ITEM No. 03 Approval of revision in remuneration of Mr. Ashish Jain (Din: 07783857), as Executive Director of the company**

The Board Members proposed revision in remuneration to Mr. Ashish Jain (DIN: 07783857), as Executive Director of the Company at their Board meeting held on May 30, 2026 on the terms & conditions recommended by the Nomination and Remuneration Committee, subject to approval of the members in the ensuing general meeting.

**Terms and Condition of Remuneration**

- A) **Salary:** Up to Rs. 50,00,000/- (Rupees Fifty Lacs only) per annum. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)
- B) **Perquisites:** Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.
- C) **Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

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- D) Gratuity:** Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.
- E) Sitting Fee:** No sitting fee shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- F) Entertainment, travelling & hotel expenses:** Reimbursement of entertainment expenses and travelling/hotel expenses incurred in India or abroad exclusively for business of the company, in accordance with rules of the company.
- G) Reimbursement of business expenses:** All expenses actually incurred in connection with the business of the company shall be reimbursed.

This statement containing following information given as per Clause-A of Section II of part II of Schedule V of the Companies Act, 2013:

<b>I. GENERAL INFORMATION:</b>					
(1)	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.	Existing Company and hence not applicable.			
	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.			
	Financial Performance based on given indicators (Standalone)	<b>Rs. in Lacs</b>			
		<b>Particulars</b>	<b>FY 2025-26</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>
		Revenue from Operation	1755.24	1218.39	776.94
		Other Income	28.35	23.61	1.38
		<b>Total Income</b>	<b>1783.59</b>	<b>1242.00</b>	<b>778.32</b>
		Total Expense	682.67	621.91	557.57
		Profit/(Loss) before Tax	1100.92	620.09	220.75
		<b>Profit/(Loss) after Tax</b>	<b>830.28</b>	<b>448.10</b>	<b>165.73</b>
	Earnings per share (Face value of Rs. 10/- per share)	<b>7.66</b>	<b>4.70</b>	<b>5.53</b>	
	Export Performance	The details of export performance, if any, are as required in the audited financial statements of the Company			
	Foreign Investments or collaborators, if any.	No collaborations have been made by the Company with any of foreign entity.  Further, as at 31 <sup>st</sup> March, 2026, total holding of Foreign Shareholders was zero of Promoter Group and other Foreign Shareholders holding was 44,400 Equity Shares.			
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>					

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Background Details	Mr. Ashish Jain, is the Promoter and Director of the Company. He is associated with our Company since April, 2017. He has experience of more than 18 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.
Past Remuneration	Rs. 15,00,000/- (Rupees Fifteen lacs) P.A.
Recognition or Awards	Nil
Job Profile and his suitability	He possesses experience in the fields of Information Technology. At Naapbooks Limited, he is primarily responsible for overseeing Operation and IT segment.
Remuneration Proposed	Rs. 50,00,000/- (Rupees Fifty lacs) P.A.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile of Mr. Ashish Jain (DIN: 07783857), 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. Ashish Jain (DIN: 07783857) has no pecuniary relationship with any of the Directors or Key Managerial Personnel and their relatives of the company.
<b>III. OTHER INFORMATION:</b>	
	The Company has been profitable in the recent financial years. The Proposed remuneration exceeds the ceiling prescribed under section 197(1) of the Companies Act, 2013, since such ceiling is inadequate to retain executive talent of the calibre required for the management of the Company. The Company has not defaulted in payment of dues to its employees, any bank or financial institution. The Company is not a sick company, and no proceedings are pending against the company under the Insolvency and Bankruptcy Code, 2016. The Company has been taking steps to improve its revenues, expand its base, improve operational efficiency and invest in capacity building and expects steady improvement in revenues and profitability in the ensuing years.
<b>IV. DISCLOSURES:</b>	
	The terms of remuneration package of Mr. Ashish Jain has been enumerated above. A copy of the certified extracts of the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.
	The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2025-26, wherever applicable

Consequently, the Board of Directors of the Company recommends the aforesaid resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.

The said resolution has been proposed approval of remuneration as an Executive Director, which is above the limits prescribed under Sub-Clause (A) of section II of Schedule V of the Act, and hence the approval of members is sought by passing special resolution.

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Except Mr. Ashish Jain, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

The Board of Directors recommends the Special resolution set forth under Item No.03 for approval of the members in the interest of the Company.

**ITEM No. 04 Approval of remuneration payable to Mr. Abhishek Jain (Din: 07773124), as Non-Executive Director of the company**

The Board Members proposed revision in remuneration to Mr. Abhishek Jain (DIN: 07773124), as Non-Executive Director of the Company at their Board meeting held on May 30, 2026 on the terms & conditions recommended by the Nomination and Remuneration Committee, subject to approval of the members in the ensuing general meeting.

**Terms and Condition of Remuneration**

- A) **Salary:** Up to Rs. 25,00,000/- (Rupees Twenty Five Lacs only) per annum. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)
- B) **Perquisites:** Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.
- C) **Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.
- D) **Gratuity:** Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.
- E) **Sitting Fee:** In Addition to Remuneration as above, sitting fee shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- F) **Entertainment, travelling & hotel expenses:** Reimbursement of entertainment expenses and travelling/hotel expenses incurred in India or abroad exclusively for business of the company, in accordance with rules of the company.
- G) **Reimbursement of business expenses:** All expenses actually incurred in connection with the business of the company shall be reimbursed.

This statement containing following information given as per Clause-A of Section II of part II of Schedule V of the Companies Act, 2013:

I.	GENERAL INFORMATION:	
(1)	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.	Existing Company and hence not applicable.

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In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.			
Financial Performance based on given indicators (Standalone)	<b>Rs. in Lacs</b>			
	<b>Particulars</b>	<b>FY 2025-26</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>
	Revenue from Operation	1755.24	1218.39	776.94
	Other Income	28.35	23.61	1.38
	<b>Total Income</b>	<b>1783.59</b>	<b>1242.00</b>	<b>778.32</b>
	Total Expense	682.67	621.91	557.57
	Profit/(Loss) before Tax	1100.92	620.09	220.75
	<b>Profit/(Loss) after Tax</b>	<b>830.28</b>	<b>448.10</b>	<b>165.73</b>
Earnings per share (Face value of Rs. 10/- per share)	<b>7.66</b>	<b>4.70</b>	<b>5.53</b>	
Export Performance	The details of export performance, if any, are as required in the audited financial statements of the Company			
Foreign Investments or collaborators, if any.	No collaborations have been made by the Company with any of foreign entity.  Further, as at 31 <sup>st</sup> March, 2026, total holding of Foreign Shareholders was zero of Promoter Group and other Foreign Shareholders holding was 44,400 Equity Shares.			
<b>II.</b>	<b>INFORMATION ABOUT THE APPOINTEE:</b>			
Background Details	Mr. Abhishek Jain, is the Promoter and Director of the Company. He is associated with our Company since April, 2017. He has experience of more than 18 years in Information Technology sector. He is responsible for marketing and finance related matters of the company.			
Past Remuneration	Paid only sitting fee for attending Board Meetings of the Company.			
Recognition or Awards	Nil			
Job Profile and his suitability	He is a qualified Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He has been associated with our Company since its incorporation and possesses significant expertise in the areas of finance, accounting, taxation, audit, and corporate advisory. His professional knowledge and guidance have been instrumental in the growth and financial management of the Company.			
Remuneration Proposed	Rs. 25,00,000/- (Rupees Twenty Five lacs) P.A.			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile of Mr. Abhishek Jain (DIN: 07773124), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the			

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		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. Abhishek Jain (DIN: 07773124) is a brother of Mr. Ashish Jain (DIN:07783857), Director & CEO of the Company.
<b>III.</b>	<b>OTHER INFORMATION:</b>	
	The Company has been profitable in the recent financial years. The Proposed remuneration exceeds the ceiling prescribed under section 197(1) of the Companies Act, 2013, since such ceiling is inadequate to retain executive talent of the calibre required for the management of the Company. The Company has not defaulted in payment of dues to its employees, any bank or financial institution. The Company is not a sick company, and no proceedings are pending against the company under the Insolvency and Bankruptcy Code, 2016. The Company has been taking steps to improve its revenues, expand its base, improve operational efficiency and invest in capacity building and expects steady improvement in revenues and profitability in the ensuing years.	
<b>IV.</b>	<b>DISCLOSURES:</b>	
	The terms of remuneration package of Mr. Abhishek Jain has been enumerated above. A copy of the certified extracts of the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.	
	The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2025-26, wherever applicable	

Consequently, the Board of Directors of the Company recommends the aforesaid resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.

The said resolution has been proposed approval of remuneration as an Executive Director, which is above the limits prescribed under Sub-Clause (A) of section II of Schedule V of the Act, and hence the approval of members is sought by passing special resolution.

Except Mr. Abhishek Jain, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

The Board of Directors recommends the Special resolution set forth under Item No.04 for approval of the members in the interest of the Company.

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Relevant Details as stipulated under Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/reappointment as Director under Item no. 1 to 3, are as under:

Name of the Director	Mr. Yaman Saluja	Mr. Ashish Jain	Mr. Abhishek Jain
Age	35 Years	39 Years	35 Years
Qualification	Bachelor degree in Arts faculty with specialization in Journalism and Mass Communication	Bachelor of Engineering Degree from Government Engineering Collage, Modasa, affiliated with Hemchandracharya North Gujarat University, Patan, Gujarat. He also hold's a degree of post-graduation diploma in information technology Symbiosis Center for Distance learning, Pune, Maharashtra	He is a commerce graduate from GLS Institute of Commerce, Ahmedabad affiliated with Gujarat University. He is a qualified chartered accountant and a Fellow Member of Institute of Chartered Accountants of India.
Experience	He has experience of more than 12 years in Information Technology sector. His combined expertise in financial oversight, business development, and stakeholder engagement has contributed meaningfully to the company's growth and expanding footprint in the digital governance space.	He has experience of more than 17 years in Information Technology sector. He is responsible for Execution of assignments and Finance related matters of the company.	Abhishek Jain is a seasoned financial expert with extensive experience in fundraising, particularly in the areas of SME IPOs, private equity, and corporate finance. As the founder of Proex Advisors LLP, he has successfully guided numerous companies through complex fundraising and capital market transactions, enabling them to secure growth capital and expand their operations.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Mr. Yaman Saluja was appointed as Whole-Time Director of the Company w.e.f. January 12, 2021 for the terms of 05 Years from January 12, 2021 to January 11, 2026. The	The Proposed remuneration is for Three Financial years i.e. FY 2026-27 to FY 2028-29	The Proposed remuneration is for Three Financial years i.e. FY 2026-27 to FY 2028-29

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	Proposed remuneration is for Three Financial years i.e. FY 2026-27 to FY 2028-29		
Remuneration Last Drawn	Rs. 12 Lacs P.A	Rs. 15 Lacs P.A	NIL
No. of Shares held in the Company as at 31st March, 2026	7,12,800 Eq. Shares	12,00,384 Eq. Shares	7,28,880 Eq. Shares
Date of First Appointment on the Board	April 20, 2017	April 20, 2017	April 20, 2017
Directorship in other Companies	1. CAFE BLOCKCHAIN PRIVATE LIMITED	Nil	1. CAFE BLOCKCHAIN PRIVATE LIMITED

Naapbooks Limited  
CIN: L72900GJ2017PLC096975  
901, Shivarth The Ace,  
Sindhu Bhavan Road,  
Sindhu Bhavan, Ahmedabad,  
Gujarat 380054.  
Tel: 079-48940505  
compliance@naapbooks.com  
www.naapbooks.com

by order of the Board of Directors  
For, Naapbooks Limited  
**Sd/-**

**Surbhi Agrawal**  
Company Secretary

**Date:** May 30, 2026

NAAPBOOKS LIMITED

CIN: L72900GJ2017PLC096975

Registered Office: 901, Shivarth The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Ahmedabad, Gujarat 380054

Phone: +91 9016323227; Email: compliance@naapbooks.com; Website: www.naapbooks.com

### ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of Naapbooks Limited held on **Wednesday, June 24, 2024 at 04.00 p.m.** at the registered office of the Company situated at 901, Shivarth-The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Bodakdev, Ahmedabad, Gujarat, India, 380054.

\_\_\_\_\_  
**Member's/Proxy's Name in Block Letters**

\_\_\_\_\_  
**Member's/Proxy's Signature**

**Notes:**

1. Please fill up this attendance slip and hand it over at the entrance of the venue of meeting.
2. Only Member / Proxy holder can attend the Meeting
3. Member intending to appoint a proxy should complete the Proxy Form as below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

NAAPBOOKS LIMITED

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**PROXY FORM  
(FORM No. MGT-11)**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s):		Email Id:	
Registered Address:		Folio No	
		Client ID:	
		DP ID:	

I/We , being the member(s) of \_\_\_\_\_  
shares of the Naapbooks Limited, hereby appoint:

1)Name:\_\_\_\_\_ Address:\_\_\_\_\_

\_\_\_\_\_ E-mail Id:

\_\_\_\_\_ Signature or failing him/her,

2)Name:\_\_\_\_\_ Address:\_\_\_\_\_

\_\_\_\_\_ E-mail Id:

\_\_\_\_\_ Signature or failing him/her,

3)Name:\_\_\_\_\_ Address:\_\_\_\_\_

\_\_\_\_\_ E-mail Id:

\_\_\_\_\_ Signature or failing him/her,

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting (EGM) of the Company, to be held on **Wednesday, June 24, 2024 at 04.00 p.m.** at the registered office of the company and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
<b>Special Business</b>		
1) To consider approval of reappointment, remuneration of Mr. Yaman Saluja, Whole-Time Director (DIN:07773205) of the company For a Period of five (5) years - <b>Special Resolution</b>		
2) Approval of revision in remuneration of Mr. Yaman Saluja (Din: 07783857), as Whole-Time Director of the company - <b>Special Resolution</b>		

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3) Approval of revision in remuneration of Mr. Ashish Jain (Din: 07783857), as Executive Director of the company - <b>Special Resolution</b>		
4) Approval of remuneration payable to Mr. Abhishek Jain (Din: 07773124), as Non-Executive Director of the company- <b>Special Resolution</b>		

Signed .....day of ....., 2026

Signature of the Shareholder .....

Affix  
Revenue  
Stamp

.....  
Signature of the 1<sup>st</sup> Proxy Holder    Signature of the 2<sup>nd</sup> Proxy Holder    Signature of the 3<sup>rd</sup> Proxy Holder

**NOTES:**

1. This form of proxy, in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a correct sign in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner he / she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the member and proxy attend the meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.

**NAAPBOOKS LIMITED**

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9. Undated proxy form will not be considered valid.
  
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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

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

**Name of the Company:** Naapbooks Limited

**Registered office:** 901, Shivarth- The Ace, Sindhu Bhavan Road, Sindhu Bhavan, Bodakdev, Ahmedabad,  
Gujarat, India, 380054.

**BALLOT PAPER**

Sr.No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I, hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my  
assent or dissent to the said resolution in the following manner:

Sr. No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
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**Special Business**

1.	To consider approval of reappointment, remuneration of Mr. Yaman Saluja, Whole- Time Director (DIN:07773205) of the company For a Period of five (5) years - <b>Special Resolution</b>			
2.	Approval of revision in remuneration of Mr. Yaman Saluja (Din: 07783857), as Whole- Time Director of the company - <b>Special Resolution</b>			
3.	Approval of revision in remuneration of Mr. Ashish Jain (Din: 07783857), as Executive Director of the company - <b>Special Resolution</b>			
4.	Approval of remuneration payable to Mr. Abhishek Jain (Din: 07773124), as Non- Executive Director of the company- <b>Special Resolution</b>			

NAAPBOOKS LIMITED

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**Place: Ahmedabad**

**Date: 24/06/2026**

**(Signature of the shareholder)**

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### Route Map of the EGM

Google map link: <https://maps.app.goo.gl/CrTcqyVsXhiryZ4o9>

Address for  
The AGM

**Naapbooks Limited,**  
901, Shivarth The Ace, Sindhu Bhavan Road,  
Bodakdev, Ahmedabad, Gujarat – 380054, INDIA

