

Ro s N 3th April, 2023

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Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

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p sq : 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 Rs.10/- (Rupees Ten only) each at a price of Rs. 72/- (Rupees Seventy Two only) per Equity Share including premium of Rs. 62/- each , on a preferential basis ('Preferential Issue'), out of which 4,00,000 (Four Lacs) Equity Shares are issued for cash and 7,50,000 (Seven Lacs and Fifty Thousands) equity shares are issued for consideration other than cash (share swap).

p sq N : The object of the proposed preferential issue for cash consideration is to finance working capital requirement of the Company.

Out of 11,50,000 (Eleven Lacs Fifty thousand) equity shares, the Company has allotted 1,00,000 (One Lacs) equity shares for cash consideration as on 31/03/2023 and raised Rs. 72,00,000/- (Rupees Seventy Two Lacs only) out of total cash consideration of Rs. 2,88,00,000/- (Rupees Two Crore Eighty Eight Lacs Only) i.e. issue of 4,00,000 (Four Lacs) equity shares for cash consideration having face value of Rs. 10/- (Rupees Ten only) at a price of Rs. 72/- (Rupees Seventy Two only) each including share premium of Rs. 62/- (Rupees Sixty Two Only).

The share application amount of Rs. 72,00,000/- (Rupees Seventy Two Lacs) for allotting 1,00,000 (One Lacs) equity shares, is received in two tranches on different dates i.e. Rs. 36,00,000/- (Rupees Thirty Six Lacs) received from one allottee on 29/03/2023 and balance Rs. 36,00,000/- received from second allottee on 31/03/2023. vsNowN oN rN N tN
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CIN : L72900GJ2017PLC096975

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

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p sq N The object of the proposed preferential issue for consideration other than cash is 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 Rs. 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.

The Statement of deviation(s) or variation(s) for the period ended on 31st March, 2023 is enclosed here for your ready reference.

Kindly acknowledge the receipt of the same.

Thanking you,

For, **oo p y Nw wsr**

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Statement of Deviation / Variation in utilization of funds raised	
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Name of listed entity	NAAPBOOKS LIMITED
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Mode of Fund Raising	Preferential Issue
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(₹ In Lakhs)

<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 Rs. 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 of Rs.10/- (Rupees Ten only) each at a price of Rs. 72/- (Rupees Seventy Two only) per Equity Share including premium of Rs. 62/- each, on a preferential basis ('Preferential Issue') (Consideration other than cash- "Share Swap")</p>			
<p>Total</p>		<p>72.00</p>		<p>0.00</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: 13/04/2023
Place: Ahmedabad

NOTES:

1) Note for Object 01: Funding the working capital requirements of the company

Out of 11,50,000 (Eleven Lacs Fifty thousand) equity shares, the Company has allotted 1,00,000 (One Lacs) equity shares for cash consideration as on 31/03/2023 and raised Rs. 72,00,000/- (Rupees Seventy Two Lacs only only) out of total cash consideration of Rs. 2,88,00,000 /- (Rupees Two Crore Eighty Eight Lakhs Only) i.e. issue of 4,00,000 (Four Lacs) equity shares for cash consideration having face value of Rs. 10/- (Rupees Ten only) at a price of Rs. 72/- (Rupees Seventy Two only) each including share premium of Rs. 62/- (Rupees Sixty Two Only).

Moreover, the said share application amount of Rs. 72,00,000/- (Rupees Seventy Two Lacs) for allotting 1,00,000 (One Lacs) equity shares, is received in two tranches on different dates i.e. Rs. 36,00,000/- (Rupees Thirty Six Lacs) received from one allottee on 29/03/2023 and balance Rs. 36,00,000/- received from second allottee on 31/03/2023. **The said total fund amount of Rs. 72,00,000/- (Rupees Seventy Two Lacs only) is not utilized till end of quarter i.e. 31st March, 2023.**

2) Note for Object 02: Acquisition of 50% stake in M/s. Proex Advisors LLP

The Company has taken approval of Shareholders in an Extra- Ordinary General meeting held on 14th March, 2023 for issue of 11,50,000 (Eleven Lacs Fifty Thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 72/- (Rupees Seventy Two only) per Equity Share including premium of Rs. 62/- each, on a preferential basis ('Preferential Issue') out of which 4,00,000 (Four Lacs) Equity Shares are to be issued for cash and 7,50,000 (Seven Lacs and Fifty Thousands) Equity Shares are to be issued to M/s. Proex Advisors LLP for consideration other than cash (being swap of 50% contribution of Proex Advisors LLP) towards the payment of the Purchase Consideration payable by Proex Advisors LLP to the company, for the acquisition of Purchase Shares, in accordance with provisions of the Companies Act, 2013 and ICDR Regulations.