Nandani Creation Limited

(A NSE Listed Company)

JAIPUR KURTI | AMAIVA BY JAIPUR KURTI | Desi Fusion

November 04, 2022

To,
The Manager – Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza, NSE Building,
Bandra Kurla Complex, Bandra East
Mumbai- 400051

Dear Sir/Madam,

Sub: Outcome of Board Meeting held on Friday, November 04, 2022

Ref: Nandani Creation Limited, Scrip Code: JAIPURKURT

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in their Meeting held today i.e., **November 04, 2022 at the registered office of the Company situated at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan** *inter alia* approved the following:

1) **Increase in Authorised Share Capital**

Subject to the approval of the shareholders of the Company in the ensuing Extra-ordinary General Meeting, the Board of Directors approved to Increase the share capital of the Company from existing ₹11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of ₹10/- each (Rupees Ten only) to ₹ 13,00,00,000/- (Rupees Thirteen Crore Only) divided into 1,30,00,000 (One Crore Thirty Lakhs Only) Equity Shares of ₹10 /- each (Rupees Ten only). Accordingly, the capital clause of the Memorandum of Association will be altered.

2) **Preferential issue of Equity shares**

Subject to the approval of the shareholders of the Company and such other regulatory/ statutory approvals, as may be required, the Board of Directors has approved the issuance upto 14,00,000 (Fourteen Lakhs) fully paid-up Equity Shares of the Company, having face value of ₹10/- each at a price of ₹ 79/- per Equity Shares including a premium of ₹69/- per Equity Share by way of a preferential issue on a private placement basis ('Preferential Issue") to following Allotees:

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S. No.	Name of Proposed allottee	No of equity shares to be issued	Total Consideration (₹)	Category
1	Santosh Kumar Chaudhary HUF	Up to 50,000	39,50,000	Public
2	Nikita Agarwal	Up to 75,000	59,25,000	Public
3	Anuj Agarwal HUF	Up to 75,000	59,25,000	Public
4	Gauri Shankar Jhalani	Up to 1,25,000	98,75,000	Public
5	Ramavatar Khandelwal	Up to 75,000	59,25,000	Public
6	Dinesh Kumar Agarwal	Up to 100,000	79,00,000	Public
7	Anirudh Mohta	Up to 75,000	59,25,000	Public
8	Nishit Jasani	Up to 25,000	19,75,000	Public
9	Sunil Agarwal	Up to 25,000	1975,000	Public
10	Nidhi Umang Shah	Up to 75000	59,25,000	Public
11	Sudhaben Haresh Shah	Up to 75000	59,25,000	Public
12	Topgain Finance Pvt Ltd	Up to 4,25,000	3,35,75,000	Public
13	Kaylin Realty Pvt Ltd	Up to 30,000	23,70,000	Public
14	Ashish Agarwal	Up to 30,000	23,70,000	Public
15	Komal Saboo	Up to 30,000	23,70,000	Public
16	Ranjit Chowdhary HUF	Up to 21,000	16,59,000	Public
17	Pawan Kumar Jalan	Up to 24,000	18,96,000	Public
18	Gautam Priyadarshi	Up to 15,000	11,85,000	Public
19	Gautam B Doshi (HUF)	Up to 3,400	2,68,600	Public
20	Jay B Doshi (HUF)	Up to 3,300	2,60,700	Public
21	Nayan B Doshi (HUF)	Up to 3,300	2,60,700	Public
22	Itisha Gupta	Up to 7,500	5,92,500	Public
23	Nisha Gupta	Up to 7,500	5,92,500	Public
24	Pranav Bafna	Up to 15,000	11,85,000	Public
25	Amit Bakliwal	Up to 10,000	7,90,000	Public
	TOTAL	Up to **14,00,000**	**11,06,00,000**	

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3) Preferential Issue Convertible warrants

Subject to the approval of the shareholders of the Company and such other regulatory/ statutory approvals, as may be required, the Board of Directors has approved the issuance of upto 10,00,000 (Ten Lakhs) warrants each carrying a right to subscribe to 1 equity shares of the Company at an issue price of ₹ 79/- per warrant, including premium of ₹69/- per warrant, on a preferential basis to the following Warrant Allottees:

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S. No.	Name of Warrant Allottees	No. of Convertible Warrants to be issued	Total Consideration (₹)	Category
1	Dilip Nanji Chheda	Up to 1,50,000	1,18,50,000	Public
2	Arun Kumar Ganeriwal	Up to 1,00,000	79,00,000	Public
3	Zyana Stocks and Commodities	Up to 2,50,000	1,97,50,000	Public
4	Allright Multitrades LLP	Up to 5,00,000	3,95,00,000	Public
	TOTAL	Up to **10,00,000**	**7,90,00,000**	

The Preferential Allotment shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.

The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as *Annexure-I* to this letter;

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4) Convening the extra ordinary general meeting of the Company

The Board approved the convening of an Extraordinary General Meeting of the shareholders of the Company to be held on Thursday, December 01, 2022 and has approved draft Notice of the Extraordinary General Meeting (EGM) for seeking shareholder's approval for the matters mentioned in Item 1, 2 and 3 above. The notice of the said EGM shall be submitted to the Stock Exchange in due course in compliance with the provisions of the SEBI LODR Regulations.

The meeting has commenced at 4:00 P.M. and concluded at 9:00 P.M.

This for your information and record.

Yours faithfully,
For **Nandani Creation Limited**

Gunjan Jain
Company Secretary
M.No.: A45068

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Annexure I

Additional details as required under Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Issuance of Equity Share and Warrants under Preferential Allotment

1	Type of securities proposed to be issued (viz. equity shares, convertible securities etc.).	a) Equity shares, having face value of ₹10/- each. b) Warrants convertible into equal no. of Equity Shares
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Issue in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	a) Up to 14,00,000 (Fourteen Lakhs) Equity Shares b) Up to 10,00,000 (Ten Lakhs) Equity warrants
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
A	Names of Investors, Post-Allotment of Securities - Outcome of Subscription	

Sr. No.	Name of proposed Share allottee(s)	Pre-preferential Holding		Post Preferential Allotment*	
		No. of shares	%	No. of shares	%
1.	Santosh Kumar Chaudhary HUF	0	0.00 %	50,000	0.40%
2	Nikita Agarwal	0	0.00 %	75,000	0.60%
3	Anuj Agarwal HUF	0	0.00 %	75,000	0.60%
4.	Gauri Shankar Jhalani	62,500	0.62%	1,87,500	1.51%
5	Ramavatar Khandelwal	0	0.00 %	75,000	0.60%
6	Dinesh Kumar Agarwal	0	0.00 %	1,00,000	0.80%

7	Anirudh Mohta	0	0.00 %	75,000	0.60%
8	Nishit Jasani	0	0.00 %	25,000	0.20%
9	Sunil Agarwal	0	0.00 %	25,000	0.20%
10	Nidhi Umang Shah	0	0.00 %	75000	0.60%
11	Sudhaben Haresh Shah	0	0.00 %	75000	0.60%
12	Topgain Finance Pvt Ltd	0	0.00 %	4,25,000	3.42%
13	Kaylin Realty Pvt Ltd	0	0.00 %	30,000	0.24%
14	Ashish Agarwal	0	0.00 %	30,000	0.24%
15	Komal Saboo	0	0.00 %	30,000	0.24%
16	Ranjit Chowdhary HUF	150	0.00%	21,150	0.17%
17	Pawan Kumar Jalan	0	0.00 %	24,000	0.19%
18	Gautam Priyadarshi	0	0.00 %	15,000	0.12%
19	Gautam B Doshi (HUF)	0	0.00 %	3,400	0.03%
20	Jay B Doshi (HUF)	0	0.00 %	3,300	0.03%
21	Nayan B Doshi (HUF)	0	0.00 %	3,300	0.03%
22	Itisha Gupta	0	0.00 %	7,500	0.06%
23	Nisha Gupta	0	0.00 %	7,500	0.06%
24	Pranav Bafna	0	0.00 %	15,000	0.12%
25	Amit Bakliwal	0	0.00 %	10,000	0.08%
Sr. No.	**Name of proposed Warrant allottee(s)**	**Pre-preferential Holding**		**Post Preferential Allotment***	
		No. of shares	**%**	**No. of shares**	**%**
1	Dilip Nanji Chheda	3,000	0.03%	1,53,000	1.23%
2	Arun Kumar Ganeriwal	0	0.00 %	1,00,000	0.80%
3.	Zyana Stocks and Commodities	1,00,000	1.00%	3,50,000	2.81%

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	4.	Allright Multitrades LLP	0	0.00 %	5,00,000	4.02%

*Assuming allotment of 14,00,000 equity shares and conversion of 10,00,000 warrants into 10,00,000 equity shares

B(i)	Issue price/ allotted price (in case of convertibles)	a) The Equity shares are proposed to be allotted at a price of ₹ of ₹79/- per equity share b) The Warrants are proposed to be allotted at a price of ₹79/- per warrant The issue price has been fixed in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018
B(ii)	Number of Investors	29
C	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument	The Warrants shall be converted into equal no. of Equity Shares at any time within a period of 18 (Eighteen) months from the date of allotment into one Equity Share of face value of ₹ 10/- each for each Warrant. Option for conversion is available only upon payment of full price of the Equity Warrants. An amount equivalent to 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e., 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
D	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	N.A.

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