Nandani Creation Limited

(A NSE Listed Company)

JAIPUR KURTI | AMAIVA BY JAIPUR KURTI | Desi Fusion

SYMBOL: JAIPURKURT
ISIN: INE696V01013

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Bandra East, Mumbai-400 051

Dated: 07.11.2022

Subject: NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM) AND INTIMATION OF BOOK CLOSURE FOR THE EGM.

Dear Sir/ Madam,

We wish to inform you that, the Notice convening Extraordinary General Meeting of the Members of the Company scheduled to be held on **Thursday, December 01, 2022 at 4:00 P.M.** at the registered office of the company in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI. The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ('e-voting').

The Notice is also uploaded on the Company's website www.nandanicreation.com .

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer books will remain closed from **Friday, 25th November, 2022 to Thursday, 01st December, 2022 (both days inclusive)** for the purpose of the EGM.

We request you to kindly take the same on record.

Thanks & Regards,
FOR NANDANI CREATION LIMITED

Nandani Creation JAIPUR

GUNJAN JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
M No.: A45068

Encl: As above

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE IS HEREBY GIVEN THAT AN **EXTRA ORDINARY GENERAL MEETING (EGM)** OF THE MEMBERS OF **NANDANI CREATION LIMITED** WILL BE HELD ON **THURSDAY, DECEMBER 01, 2022 AT 4.00 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22 GODAM, JAIPUR-302006, RAJASTHAN TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. TO CONSIDER AND APPROVE INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to give assent/dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of **₹ 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000/- (One Crore and Ten Lacs)** Equity Shares of Face Value of ₹ 10/- (Rupee Ten Only) each to **₹ 13,00,00,000/- (Rupees Thirteen Crores Only)** divided into **1,30,00,000/-(One Crore and Thirty Lacs)** Equity Shares of Face Value of ₹10/- (Rupee Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

'V. The Authorized Share Capital of the Company is ₹ 13,00,00,000 (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty lacs) equity shares of ₹10/- (Rupees Ten only) each.'

RESOLVED FURTHER THAT the new shares shall rank pari passu to the existing shares in all respect, subject to all the provisions contained in the Memorandum and Articles of Association of the Company, including with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT the Board of Directors & Company Secretary of the Company, be and are hereby severally authorized to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

2. TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the "Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**"FEMA"**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI Takeover Regulations"**), the listing agreements entered into by the Company with the National Stock Exchange of India Limited (**"NSE"**) on which the Equity Shares of the Company having Face Value of ₹10/- each **("Equity Shares")** are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs(**"MCA"**), the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**) and/or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as

may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, upto 14,00,000 (Fourteen Lacs Only) fully Paid-up Equity Shares of the Company having a Face Value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 79/- (Rupees Seventy Nine only) per Equity Share (including a premium of ₹ 69/- (Rupees Sixty Nine Only)) per share (**"Preferential Allotment Price"**) which is not less than the floor price/ minimum price determined in accordance with Chapter V of SEBI ICDR Regulations, for consideration aggregating to and not exceeding ₹ 11,06,00,000 /- (Rupees Eleven Crores Six Lacs Only) by way of preferential issue on private placement basis (**"Preferential Allotment"**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the Proposed Allottees as listed in the table below:

S. No.	Name of Proposed allottee	No of equity shares to be issued	Total Consideration (₹)	Category
1	Santosh Kumar Choudhary 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	Ram Avtar 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 Haresh 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 75,000	59,25,000	Public
11	Sudhaben Haresh Shah	Up to 75,000	59,25,000	Public
12	Topgain Finance Private Limited	Up to 4,25,000	3,35,75,000	Public
13	Kaylin Realty Private Limited	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 to14,00,000**	**11,06,00,000**	

(collectively known as **"Share Allottees"**), on a preferential basis through private placement.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is Tuesday, November 01, 2022, the date 30 days prior to the date of the Extra- Ordinary General Meeting (**"Relevant Date"**).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

b) The Equity Shares allotted and existing equity shares held by the Share Allotees, if any shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

d) The Equity Shares shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;

e) The Share Allottees shall be required to bring in 100% of consideration, for the relevant Equity Shares to be allotted on or before the Date of allotment thereof and the consideration for allotment of relevant equity shares shall be paid to the Company by the proposed Share Allottee from their respective Bank Account;

f) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

3. TO CONSIDER AND APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**the Act**"), the Companies Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI Takeover Regulations**"), the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (**"NSE"**)on which the Equity Shares of the Company having face value ₹10/- each ("**Equity Shares**") is listed , and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to

time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 10,00,000 (Ten Lacs) warrants, of the Company, at a price of ₹ 79/- (Rupees Seventy Nine only) per warrant ("**Warrant Exercise Price**") each convertible into 1 (One) Equity share of face value of ₹ 10/- each, aggregating to not more than ₹ 7,90,00,000/- (Rupees Seven Crores Ninety Lacs Only) on a preferential allotment basis ("**Preferential Allotment**") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the to the following Warrant Allottees:

Sr. No.	Name of Warrant Allottees	No. of Convertible Warrants to be issued	Total Consideration (₹)	Category
	Dilip Nanji Chheda	Up to 1,50,000	1,18,50,000	Public
	Arun Kumar Ganeriwala	Up to1,00,000	79,00,000	Public
	Zyana Stocks and Commodities	Up to2,50,000	1,97,50,000	Public
	Allright Multitrades LLP	Up to 5,00,000	3,95,00,000	Public
	TOTAL	**Up to 10,00,000**	**7,90,00,000**	

(collectively known as "**Warrant Allottees**"), on a preferential basis through private placement.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Warrants convertible into Equity Shares is Tuesday, November 01, 2022, being the date 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting ("**Relevant Date**").

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolution, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the Warrants to subscribe to the Equity Shares, at any time within 18 (eighteen) months from the date of allotment of the Warrant **("Warrant Exercise Period");**

(b) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares;

(c) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;

(d) The Warrants in respect of which the entire Warrant Exercise Price has been paid, may be exercised by the Investor(s), in one or more tranches, at any time on or before the expiry of Warrant Exercise Period by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in the dematerialized form.

(e) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

(f) The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

(g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

(h) The Equity Shares arising from the exercise of the Warrants will be listed on the National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals;

(i) In the event the rights attached to the Warrants are not exercised within the Warrant Exercise Period, then such Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the consent of the members is hereby accorded to record the names and address of the Investors for the issue of invitation to subscribe to the Warrants and private placement offer cum application letter in Form PAS-4 to the Investors, inviting them to subscribe to the Warrants in accordance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarification, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek fresh approval from the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares pursuant to exercise of the Warrants and listing thereof with BSE Limited as appropriate and utilization of proceeds of the issue, take all the other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

DATE: 04.11.2022 **PLACE: JAIPUR**	**By the Order of the Board** **For NANDANI CREATION LIMITED** **Sd/-** **GUNJAN JAIN** **(COMPANY SECRETARY)**
Registered Office: **G-13, KARTARPURA INDUSTRIAL AREA,** **NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN** **CIN: L18101RJ2012PLC037976**	

NOTES:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy in order to be valid must be received at least 48 hours before the meeting.

   Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

   A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.

3. The Notice calling the EGM has been uploaded on the website of the Company at www.nandanicreation.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock exchange of India Limited at www. https://www.nseindia.com/ . The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com.

4. The Company has appointed M/s Manisha Godara and Associates, Practicing Company Secretaries, New Delhi as scrutinizer to scrutinize the voting and the voting process in a fair and transparent manner.

5. The Company has notified closure of Register of Members and Share Transfer Books from Friday, 25th November, 2022 to Thursday, 01st December, 2022 (both days inclusive) for the purpose of the Extraordinary General Meeting.

6. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend (if declared). The Company or its Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change in their address or bank mandates immediately to the company or Bigshare.

8. Members are requested to produce the enclosed attendance slip/ e-voting form, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and ClientID numbers for easier identification for attendance at the meeting.

9. All documents referred to in the Notice and Explanatory Statement are available for inspection at the registered office of the Company during the business hours between 10:30 A.M to 6:00 P.M on all working days of the Company upto the date of the Extraordinary General Meeting of the Company.

10. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least Ten (10) working days prior to the meeting, so that the required information can be made available at the meeting.

11. Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agent. In case the shares are held in dematerialized form, this information should be sent by the Members to their respective depository participants. Members are requested to quote their folio numbers / DP-ID and Client-ID numbers in their correspondence with the Company.

12. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agent of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extraordinary General Meeting.

15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

17. The route map to the venue of the Meeting is at the end of the notice for easy location.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING / VOTING AT VENUE ARE AS UNDER:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means.

The remote e-voting period begins on **Monday, November 28, 2022 at IST 09:00 a.m. and ends on Wednesday, November 30, 2022 at IST 05:00 p.m.** The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, November 24, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, November 24, 2022**.

The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:-

i. The Details of the process and manner for remote e-voting are explained herein below:

ii. Log on to the e-voting website www.evotingindia.com

iii. Click on “Shareholders” Tab.

iv. Now Enter your User ID

   a) For CDSL: 16 digits beneficiary ID

   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next, enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares, in demat form, had logged onto www.evotingindia.com , and voted on an earlier voting of any Company, then your existing password is to be used.

vii. If you are a first-time user, then follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat

holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

xix. Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

xx. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxi. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-voting or sending a request at helpdesk.evoting@cdslindia.com

xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533 or to the Company at cs@jaipurkurti.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E -VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

I. For Physical shareholders-please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR card) by email to the Company/RTA email id.

II. For Demat Shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR card) by email to the Company/RTA email id.

III. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Presently, the Authorized Share Capital of the Company is **₹ 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore and Ten Lacs) Equity Shares** of Face Value of ₹10/- (Rupee Ten Only)

Considering the increased fund requirements of the Company, the Board at its Meeting held on November 04, 2022, had accorded its approval to increase the Authorized Share Capital to **₹ 13,00,00,000/- (Rupees Thirteen Crores Only)** divided into **1,30,00,000 (One Crore and Thirty Lacs)** Equity Shares of Face Value of ₹10/- (Rupee Ten Only) each by addition of 20,00,000 (Twenty Lacs) Equity Shares of Face Value of ₹10/- (Rupee Ten) each subject to Shareholders approval.

Consequently, the increase in the Authorized Share Capital as aforesaid would also entail alteration of the existing Clause V of the Memorandum of Association of the Company.

Thus, the increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

Item No(s). 2 & 3

The Board of Directors of the Company at their meeting held on Friday, November 4, 2022 have proposed to issue Equity Shares and Warrants convertible into Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also in the explanatory statement.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V of "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares and Warrants convertible into Equity through Preferential Allotment to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares and Warrants convertible into Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

a. The Object of Preferential Issue:

The proceeds of the Preferential Issue will be utilized for any one or in combination with any one or more of the purposes such as:

i. Repayment of Debt

ii. To meet increased working capital requirements.

ii. To meet the long term fund requirements of the Company,

iii. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

b. Name of Proposed Allottees and No. of Shares or Warrants proposed to be allotted to them:

Sr. No.	Name of Share Allottees	No of Equity Shares to be issued	Total Consideration (₹)	Category
	Equity Shares			
1	Santosh Kumar Choudhary 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	Ram Avtar 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 Haresh Jasani	Up to 25,000	19,75,000	Public
9	Sunil Agarwal	Up to 25,000	19,75,000	Public
10	Nidhi Umang Shah	Up to 75,000	59,25,000	Public
11	Sudhaben Haresh Shah	Up to 75,000	59,25,000	Public
12	Topgain Finance Private Limited	Up to 4,25,000	3,35,75,000	Public
13	Kaylin Realty Private Limited	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**	

Sr. No.	Name of Warrant Allottees	No. of Convertible Warrants to be allotted	Total Consideration (₹)	Category
	Warrants convertible into equal number of Equity Shares			
1	Dilip Nanji Chheda	Up to 1,50,000	1,18,50,000	Public
2	Arun Kumar Ganeriwala	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**	

c. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on Friday, November 4, 2022 proposed to issue and allot

i. upto 14,00,000 Equity Shares of face value of ₹ 10/- at a price of ₹ 79/- (Rupees Seventy Nine only) each including premium of ₹ 69/- (Rupees Sixty Nine only) per share aggregating to not more than ₹ 11,06,00,000/- (Rupees Eleven Crore Six Lakhs only); and

ii. upto 10,00,000 Warrants convertible into 1 (One) Equity share of face value of ₹ 10/- at a price of ₹ 79/- (Rupees Seventy Nine only) including premium of ₹ 69/- (Rupees Sixty Nine only) per share aggregating to not more than ₹ 7,90,00,000/- (Rupees Seven Crore Ninety Lakhs only) to the proposed allottees.

The price of each Equity Shares and Warrants convertible into Equity shares is fixed at ₹ 79/- (Rupees Seventy Nine only) per share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date.

d. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on National Stock Exchange of India Limited only and are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the price for Equity Shares and Warrants convertible into Equity Shares, trading volumes at NSE for the period set out below has been considered.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares and Warrants convertible into Equity Shares shall be allotted shall not be less than higher of the following:

In terms of applicable provisions of SEBI ICDR Regulations, the floor price at which the Equity Shares and Warrants shall be allotted is ₹ 78.96 (Rupees Seventy Eight and Ninety Six paise only), being higher of the following;

i. The 90 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. ₹ 74.04 per Equity Share; or

ii. the 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. ₹ 78.96 per Equity Share;

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share capital of the Company, to the allottees, and allottees acting in concert, the pricing of the Equity Shares and Warrants to be allotted shall be higher of the following parameters:

I. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹ 78.96 (Rupees Seventy Eight and Ninety Six paisa only) per Equity Share.

OR

II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is ₹ 74.11 (Rupees Seventy Four and Eleven paisa only) per Equity Share.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 78.96 per Equity Share and Warrant convertible into equal number of Equity Shares which has been rounded off to ₹ 79/- per equity share and per warrant. The issue price is ₹ 79/- which is not less than the minimum price determined in accordance with the applicable provisions of ICDR Regulations.

The Company proposes to raise upto ₹ 11,06,00,000/- (Rupees Eleven Crore Six Lacs Only) from the issue of Equity Shares and upto ₹ 7,90,00,000/- (Rupees Seven Crore Ninety Lacs only) from issue of Warrants aggregating to ₹ 18,96,00,000/- (Rupees Eighteen Crore Ninety Six Lacs only) from the present issue.

e. Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares and Warrant convertible into equal number of Equity Shares of the face value ₹ 10 each to be issued, is being Tuesday, November 01, 2022 i.e. 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) i.e. Thursday, December 01, 2022.

f. Amount which the Company intends to raise by way of issue of Equity Shares and Warrants convertible into equal number of Equity Shares:

The Company proposes to raise upto ₹ 11,06,00,000/- (Rupees Eleven Crore Six Lacs Only) from the issue of Equity Shares and upto ₹ 7,90,00,000/- (Rupees Seven Crore Ninety Lacs only) from issue of Warrants aggregating to ₹ 18,96,00,000/- (Rupees Eighteen Crore Ninety Six Lacs only) from the present issue.

g. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

None of the Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Equity Shares and Warrants convertible into equal number of Equity Shares under the Preferential Issue. The proposed allotment of Equity Shares and Warrants convertible into Equity Shares is to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters.

h. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares and Warrants convertible into equal number of Equity shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares and Warrants convertible into equal number of Equity Shares, provided that where the issue and allotment of the Equity Shares and Warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

i. Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

j. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares and/or Warrants convertible into equal number of Equity Shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations 2018, the specified Equity Shares and/or Warrants convertible into equal number of Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

k. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the Preferential Issue as proposed in the Resolution and as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on Preferential Basis during the year 2021-22 and during the period from April 1, 2022 till the date of this Notice.

l. The current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

Sr. No.	Name of Share allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Equity Shares			
1	Santosh Kumar Choudhary HUF	Non-Promoter	Non-Promoter
2	Nikita Agarwal	Non-Promoter	Non-Promoter
3	Anuj Agarwal HUF	Non-Promoter	Non-Promoter
4	Gauri Shankar Jhalani	Non-Promoter	Non-Promoter
5	Ram Avtar Khandelwal	Non-Promoter	Non-Promoter
6	Dinesh Kumar Agarwal	Non-Promoter	Non-Promoter
7	Anirudh Mohta	Non-Promoter	Non-Promoter
8	Nishit Haresh Jasani	Non-Promoter	Non-Promoter
9	Sunil Agarwal	Non-Promoter	Non-Promoter
10	Nidhi Umang Shah	Non-Promoter	Non-Promoter
11	Sudhaben Haresh Shah	Non-Promoter	Non-Promoter
12	Topgain Finance Private Limited	Non-Promoter	Non-Promoter
13	Kaylin Realty Private Limited	Non-Promoter	Non-Promoter
14	Ashish Agarwal	Non-Promoter	Non-Promoter
15	Komal Saboo	Non-Promoter	Non-Promoter
16	Ranjit Chowdhary HUF	Non-Promoter	Non-Promoter

Sr. No.	Name of Share allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Equity Shares			
17	Pawan Kumar Jalan	Non-Promoter	Non-Promoter
18	Gautam Priyadarshi	Non-Promoter	Non-Promoter
19	Gautam B Doshi (HUF)	Non-Promoter	Non-Promoter
20	Jay B Doshi (HUF)	Non-Promoter	Non-Promoter
21	Nayan B Doshi (HUF)	Non-Promoter	Non-Promoter
22	Itisha Gupta	Non-Promoter	Non-Promoter
23	Nisha Gupta	Non-Promoter	Non-Promoter
24	Pranav Bafna	Non-Promoter	Non-Promoter
25	Amit Bakliwal	Non-Promoter	Non-Promoter

Sr. No.	Name of Warrant allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Warrants convertible into equal number of Equity Shares			
1	Dilip Nanji Chheda	Non-Promoter	Non-Promoter
2	Arun Kumar Ganeriwala	Non-Promoter	Non-Promoter
3	Zyana Stocks and Commodities	Non-Promoter	Non-Promoter
4	Allright Multitrades LLP	Non-Promoter	Non-Promoter

m. Lock-in Period:

The Equity Shares and Warrants convertible into equal number of Equity Shares shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire Pre-Preferential Allotment shareholding of the allottees shall be locked-in as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

n. Listing:

The Company will make an application to the Stock Exchange at which the existing Equity Shares are listed for listing of Equity Shares allotted by way of preferential issue and equity shares resulting pursuant to conversion of warrants. The above shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company in all respects including dividend.

o. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

Sr. No.	Name of the proposed allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*)	
Equity Shares				
1	Santosh Kumar Choudhary HUF	Non Promoter-Public	**Sr.no.**	**Name of Coparceners**
			1	Santosh Kumar Choudhary
			2	Nitu Choudhary
			3	Mehul Choudhary
			4	Manasvi Choudhary
2	Nikita Agarwal	Non Promoter-Public	Individual	
3	Anuj Agarwal HUF	Non Promoter-Public	**Sr.no.**	**Name of Coparceners**
			1	Anuj Agarwal
			2	Nikita Agarwal
			3	Vansh Agarwal

Sr. No.	Name of the proposed allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*)
Equity Shares			
3	Anuj Agarwal HUF	Non Promoter-Public	**Sr.no.** / **Name of Coparceners** 1 Anuj Agarwal 2 Nikita Agarwal 3 Vansh Agarwal
4	Gauri Shankar Jhalani	Non Promoter-Public	Individual
5	Ram Avtar Khandelwal	Non Promoter-Public	Individual
6	Dinesh Kumar Agarwal	Non Promoter-Public	Individual
7	Anirudh Mohta	Non Promoter-Public	Individual
8	Nishit Haresh Jasani	Non Promoter-Public	Individual
9	Sunil Agarwal	Non Promoter-Public	Individual
10	Nidhi Umang Shah	Non Promoter-Public	Individual
11	Sudhaben Haresh Shah	Non Promoter-Public	Individual
12	Topgain Finance Private Limited	Non Promoter-Public	**Name** / **% of Equity holding** Paras Shah 9.00% Mita Shah 9.00% Tejas Ved 9.00% Hema Malde 8.41% Jignya Malde 8.29% Jayant Malde 8.29% Dilip Ved 8.00% Veena Ved 8.00% Mickin Sheth 8.00% Akshat Shah 7.00% Honey Sheth 5.00% Mukund Sheth HUF* 5.00% Mukund Sheth 4.00% Sanket Sheth 3.00% **Mukund Sheth HUF* **Sr. No.** / **Name of Coparceners** 1. Mukund Sheth 2. Tirtha Sheth 3. Ishan Sheth 4. Riva Sheth 5. Honey Sheth 6. Mickin Sheth 7. Sanket Sheth 8. Shachi Sheth
13	Kaylin Realty Private Limited	Non Promoter-Public	**Name** / **% of Equity holding** Rohitkumar Doshi 50.00% Hemangi Doshi 50.00%
14	Ashish Agarwal	Non Promoter-Public	Individual
15	Komal Saboo	Non Promoter-Public	Individual

Sr. No.	Name of the proposed allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*)	
Equity Shares				
16	Ranjit Chowdhary HUF	Non Promoter-Public	**Sr.no.**	**Name of Coparceners**
			1	Ranjit Chowdhary
			2	Manju Chowdhary
			3	Inesh Chowdhary
			4	Shreya Chowdhary
17	Pawan Kumar Jalan	Non Promoter-Public	Individual	
18	Gautam Priyadarshi	Non Promoter-Public	Individual	
19	Gautam B Doshi (HUF)	Non Promoter-Public	**Sr.no.**	**Name of Coparceners**
			1	Gautam Doshi
			2	Jagruti Doshi
			3	Arpit Doshi
20	Jay B Doshi (HUF)	Non Promoter-Public	**Sr.no.**	**Name of Coparceners**
			1	Jay Doshi
			2	Yashvi Doshi
			3	Arpit Doshi
			4	Dhruvi Doshi
21	Nayan B Doshi (HUF)	Non Promoter-Public	**Sr.no.**	**Name of Coparceners**
			1	Nayan Doshi
			2	Vaishali Doshi
			3	Keval Doshi
			4	Kesha Doshi
22	Itisha Gupta	Non Promoter-Public	Individual	
23	Nisha Gupta	Non Promoter-Public	Individual	
24	Pranav Bafna	Non Promoter-Public	Individual	
25	Amit Bakliwal	Non Promoter-Public	Individual	

Sr. No.	Name of the proposed allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*)	
Warrants convertible into equal number of Equity Shares				
1	Dilip Nanji Chheda	Non Promoter-Public	Individual	
2	Arun Kumar Ganeriwala	Non Promoter-Public	Individual	
3	Zyana Stocks and Commodities	Non Promoter-Public	**Name of Partners**	**% of Partnership interest**
			Rahul Jhunjhunwala	25.00%
			Rahul Jhunjhunwala HUF*	25.00%
			Puja Jhunjhunwala	25.00%
			Reena Jhunjhunwala	25.00%
			** Rahul Jhunjhunwala HUF*	
			Sr. No.	**Name of Coparceners**
			1	Rahul Jhunjhunwala
			2	Puja Jhunjhunwala
			3	Vansika Jhunjhunwala
			4	Vatsal Jhunjhunwala

4	Allright Multitrades LLP	Non Promoter-Public	**Name of Partners**	**% of Partnership Interest**
			Ayush Bhagwan Mundhra	99.80%
			Sumit Kabra	0.20%

p. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	Holding Pre-preferential Issue		No. of Equity Shares to be allotted	Holding /Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of shares	%		No. of shares	%
Equity Shares							
1	Santosh Kumar Choudhary HUF	Non-Promoter	0	0.00 %	50,000	50,000	0.40%
2	Nikita Agarwal	Non-Promoter	0	0.00 %	75,000	75,000	0.60%
3	Anuj Agarwal HUF	Non-Promoter	0	0.00 %	75,000	75,000	0.60%
4	Gauri Shankar Jhalani	Non-Promoter	62,500	0.62%	1,25,000	1,87,500	1.51%
5	Ram Avtar Khandelwal	Non-Promoter	0	0.00 %	75,000	75,000	0.60%
6	Dinesh Kumar Agarwal	Non-Promoter	0	0.00 %	1,00,000	1,00,000	0.80%
7	Anirudh Mohta	Non-Promoter	0	0.00 %	75,000	75,000	0.60%
8	Nishit Haresh Jasani	Non-Promoter	0	0.00 %	25,000	25,000	0.20%
9	Sunil Agarwal	Non-Promoter	0	0.00 %	25,000	25,000	0.20%
10	Nidhi Umang Shah	Non-Promoter	0	0.00 %	75,000	75000	0.60%
11	Sudhaben Haresh Shah	Non-Promoter	0	0.00 %	75,000	75000	0.60%
12	Topgain Finance Private Limited	Non-Promoter	0	0.00 %	4,25,000	4,25,000	3.42%
13	Kaylin Realty Private Limited	Non-Promoter	0	0.00 %	30,000	30,000	0.24%
14	Ashish Agarwal	Non-Promoter	0	0.00 %	30,000	30,000	0.24%
15	Komal Saboo	Non-Promoter	0	0.00 %	30,000	30,000	0.24%
16	Ranjit Chowdhary HUF	Non-Promoter	150	0.00%	21,000	21,150	0.17%
17	Pawan Kumar Jalan	Non-Promoter	0	0.00 %	24,000	24,000	0.19%
18	Gautam Priyadarshi	Non-Promoter	0	0.00 %	15,000	15,000	0.12%
19	Gautam B Doshi (HUF)	Non-Promoter	0	0.00 %	3,400	3,400	0.03%
20	Jay B Doshi (HUF)	Non-Promoter	0	0.00 %	3,300	3,300	0.03%
21	Nayan B Doshi (HUF)	Non-Promoter	0	0.00 %	3,300	3,300	0.03%
22	Itisha Gupta	Non-Promoter	0	0.00 %	7,500	7,500	0.06%
23	Nisha Gupta	Non-Promoter	0	0.00 %	7,500	7,500	0.06%
24	Pranav Bafna	Non-Promoter	0	0.00 %	15,000	15,000	0.12%
25	Amit Bakliwal	Non-Promoter	0	0.00 %	10,000	10,000	0.08%

Sr. No.	Name of the proposed allottee(s)	Category	Holding Pre-preferential Issue		No. of Warrant to be allotted	Holding /Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of shares	%		No. of shares	%
Warrants convertible into equal number of Equity Shares							
1.	Dilip Nanji Chheda	Non-Promoter	3,000	0.03%	1,50,000	1,53,000	1.23%
2.	Arun Kumar Ganeriwala	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.80%
3.	Zyana Stocks and Commodities	Non-Promoter	1,00,000	1.00%	2,50,000	3,50,000	2.81%
4.	Allright Multitrades LLP	Non-Promoter	0	0.00%	5,00,000	5,00,000	4.02%

q. Shareholding pattern of the issuer before and after the preferential issue:

Sr. No.	Category of shareholding	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern*	
		Total No. of shares	% of Total No. of shares	Total No. of shares	% of Total No. of shares
(A)	**Shareholding of Promoter and Promoter Group**				
1	**Indians**				
	Individuals / Hindu Undivided Family	58,84,100	58.64%	58,84,100	47.32%
	Bodies Corporate	-	-	-	-
	Sub Total (A)(1)	**58,84,100**	**58.64%**	**58,84,100**	**47.32%**
2	**Foreign**				
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
(B)	**Public Shareholdings**				
1	**Institution**	**164**	**0.00%**	**164**	**0.00%**
	Sub Total (B)(1)	**164**	**0.00%**	**164**	**0.00%**
2	**Non-Institutions**				
	Individual				
	a) Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	14,01,077	13.96%	14,53,077	11.69%
	b) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	16,10,713	16.05%	28,47,713	22.90%
	Any Other (Specify)				
	a) HUF	5,40,054	5.38%	6,96,054	5.60%
	b) Bodies Corporate	5,31,825	5.30%	14,86,825	11.96%
	c) NRIs	7,347	0.07%	7,347	0.06%
	d) Clearing Members	58,670	0.58%	58,670	0.47%
	e) Unclaimed Suspense Account				
	Sub Total (B)(2)	**41,49,686**	**41.36%**	**65,49,686**	**52.68%**
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**41,49,850**	**41.36%**	**65,49,850**	**52.68%**
(C)	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	**1,00,33,950**	**100.00%**	**1,24,33,950**	**100.00%**

i. Pre-preferential Shareholding pattern has been considered on the basis of Benpos dated November 03, 2022

ii. In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.

iii. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.

iv. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

v. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

r. Practicing Company Secretary's Certificate:

A certificate from Ms. Manisha Godara (Membership No. A36531 and COP No. 13570) of M/s. Manisha Godara and Associates, Practicing Company Secretary certifying that the Preferential Issue of Equity Shares and Warrants convertible into Equity Shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the Extra-Ordinary General Meeting of the shareholders. The certificate shall be made available online for inspection to the Members at the Meeting and which can be accessed at https://www.nandanicreation.com/docs/investors/PCSREPORT-04.11.2022.pdf

s. Principal terms of assets charged as securities:

Not applicable.

t. Other Disclosures:

i. The Company is in compliance with the conditions of continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;

ii. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

iii. Neither the Company nor any of its Directors and / or Promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

iv. Neither the Company nor any of its Directors and / or Promoters are fugitive economic offender as defined under the SEBI (ICDR) Regulations.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares and Warrants convertible into equal number of Equity Shares as specifically described in the resolutions set out at Item No(s). 2 and 3 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

None of the Director, Key Managerial Personnel and / or their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

DATE: 04.11.2022 **PLACE: JAIPUR**	**By the Order of the Board** **For NANDANI CREATION LIMITED** **Sd/-** **GUNJAN JAIN** **(COMPANY SECRETARY)**
Registered Office: **G-13, KARTARPURA INDUSTRIAL AREA,** **NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN** **CIN: L18101RJ2012PLC037976**	

ATTENDANCE SLIP

NANDANI CREATION LIMITED
G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22 GODAM,
JAIPUR-302006, RAJASTHAN

(Please fill this attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Extra Ordinary General Meeting of the company held at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan on Thursday, December 01, 2022 at 04:00 P.M.

Folio No. # : _____ DP ID* : _____

No. of Shares held : _____ CLIENT ID* : _____

Member's / Proxy's name (in Block Letter)

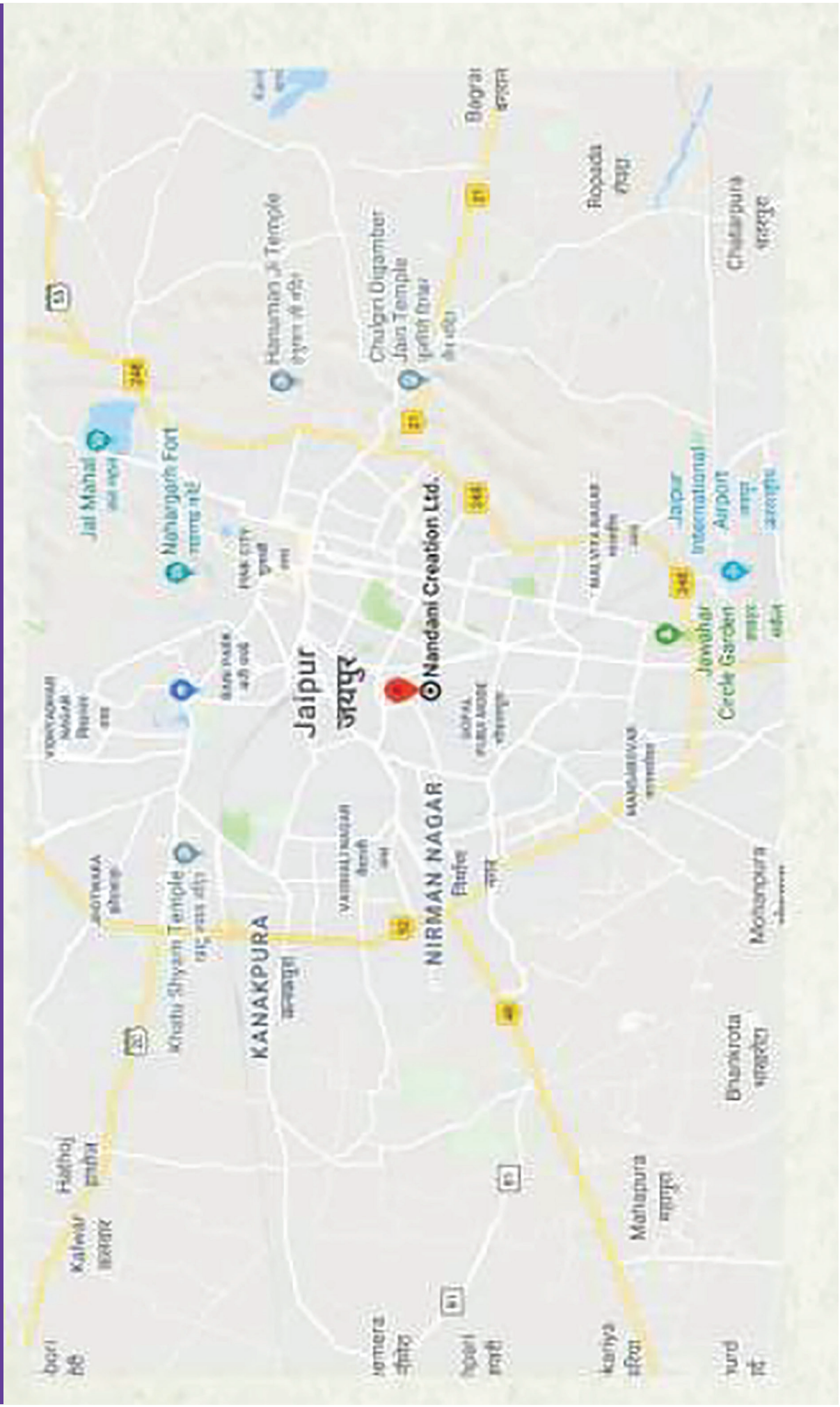
Applicable for shares held in Physical Form

* Applicable for shares held in Dematerialized Form

PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ROUTE MAP AS PER SS-2

FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING OF NANDANI CREATION LIMITED



Form No. MGT-11

PROXY FORM

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

Name of the company: **NANDANI CREATION LIMITED**

CIN: **L18101RJ2012PLC037976**

Registered office: **Registered Office: G-13, Kartarpura industrial area, Near 22 Godam, Jaipur - 302006**

Name of the member (s): _____

Registered address: _____

E-mail Id : _____

Folio No/ Client Id : _____

DP ID: _____

I/We, being the member (s) of …….…… shares of the above named company, hereby appoint

1. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : ..... or failing him

2. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : ..... or failing him

3. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : .....

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 of the company, to be held on Thursday, December 01, 2022 at 04:00 P.M. at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. **To consider and approve increase in the Authorized Share Capital and consequent alteration of memorandum of association**.
2. **To offer, issue and allot Equity Shares on Preferential Basis**
3. **To consider and approve issuance of Warrants convertible into equity shares on Preferential Basis**

Signed this…..…… day of…..…… 2022
Signature of shareholder
Signature of Proxy holder(s)

Note: 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.