

Nandani Creation Limited



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: 16.01.2024

Subject: NOTICE OF POSTAL BALLOT-Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Respected Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the notice of Postal Ballot dated **January 10, 2024** issued by the Company for seeking approval of Members for following transactions:

SR. No.	PARTICULARS	RESOLUTION TYPE
1	INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION	ORDINARY RESOLUTION
2	AUTHORIZING CAPITAL RAISING THROUGH ISSUANCE OF EQUITY SHARES	SPECIAL RESOLUTION

The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received Depositories and whose email IDs are registered with the Company / Depositories/RTA as **on Friday, January 12, 2024 (Cut off date)**. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of CDSL to provide remote e-voting facility to its members. The e-voting period will commence from **10:00 AM (1ST) on Thursday, January 18, 2024 and ends on 05:00 PM (1ST) on Friday, February 16, 2024**. The remote e-voting module shall be disabled thereafter.

The said Notice of Postal Ballot along with e-voting instructions is available on the Company's website at www.nandanicreation.com and on the website of CDSL i.e. www.evotingindia.com.

CIN No.: L18101RJ2012PLC037976



G-13, AARNA-3, Kartarpura Industrial Area,
Bais Godown, Jaipur -302 006 Rajasthan INDIA



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www.jaipurkurti.com

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JAIPUR  KURTI


BY JAIPUR KURTI

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BY JAIPUR KURTI

We request you to take the above information on record.
This is for your information and records.

**Thanks & Regards,
FOR NANDANI CREATION LIMITED**

GUNJA Digitally signed
by GUNJAN JAIN
N JAIN Date: 2024.01.16
22:52:44 +05'30'

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

Encl: As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (as amended) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“MCA”) vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and various subsequent circulars, read with circulars No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“MCA Circulars”), to transact the special business as set out below which are proposed to be passed by the Members of “NANDANI CREATION LIMITED” (“the Company”) by means of Postal Ballot, only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (‘Notice’) is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Registrar and Transfer Agent (‘RTA’) or National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”). If shareholder e-mail address is not registered with the Company/Depository, please follow the process provided in the E-voting instructions annexed to the notice to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would take place through the remote e-voting system only. Physical copy of Postal Ballot Form and pre-paid business reply envelope will not be sent to the members

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to proposed Resolution setting out all material facts concerning each item and reasons thereof, is appended to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depositories. The instructions for e-voting are appended to this Notice under the heading ‘Instructions for e-voting’.

The Board of Directors of the Company at their Meeting held on **Wednesday, January 10, 2024** have appointed **M/s Manisha Godara & Associates, Practicing Company Secretaries, New Delhi** as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period begins on **Thursday, January 18, 2024 at IST 10:00 A.M. and ends on Friday, February 16, 2024 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. **Friday, January 12, 2024**, 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 **Friday, January 12, 2024**.

Members holding Equity Shares of the Company as on the Cut-off Date mentioned in this Notice are requested to carefully read the instructions mentioned under the head ‘Instructions for e-voting’ in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through remote e-voting not later than **5:00 P.M. (IST) on Friday, February 16, 2024**. The

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Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the process provided in the Notes to receive this Notice.

The Scrutinizer will submit his report to the Chairman of the Company or the Company Secretary or any other authorised person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting process. The said results, along with the Scrutinizer's Report, will be placed on the website of the Company (www.nandanicreation.com) and CDSL (www.evotingindia.com) and displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolution, if approved, will be taken as having been duly passed on the last date specified for remote e-voting i.e **Friday, February 16, 2024**.

Following are the proposed resolution seeking approval of the Members of the Company through Postal Ballot.

SPECIAL BUSINESSES:

1. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE 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 ₹ 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 to ₹ 18,00,00,000/- (**Rupees Eighteen Crores Only**) divided into 1,80,00,000 (**One Crore and Eighty 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 ₹ 18,00,00,000 (Rupees Eighteen Crores Only) divided into 1,80,00,000(One Crore and Eighty 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 and 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.”

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2. AUTHORIZING CAPITAL RAISING THROUGH ISSUANCE OF EQUITY SHARES:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies 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 amendment(s), statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the National Stock Exchange of India Limited, (the **“Stock Exchanges”**), the Foreign Exchange Management Act, 1999 and the rules and regulation framed thereunder, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the **“GoI”**), the Reserve Bank of India (the **“RBI”**), and the Securities and Exchange Board of India (the **“SEBI”**), Stock Exchanges, Ministry of Corporate Affairs (**“MCA”**), the Registrar of Companies, Rajasthan at Jaipur, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of the Issue and for such categories of persons as maybe permitted), such number of equity shares of the Company of face value of Rs.10 each (**“Equity Shares”**) and up to an aggregate amount of Rs. 30 crore (Rupees Thirty Crores only) at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws (Issue), in any combination in one or more tranches, through private placement(s), rights issue(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors through issue offer document as may be deemed appropriate by the Board in its absolute discretion in consultation with book running lead managers that will be appointed for this purpose on such terms and conditions including securities premium, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) at the Board’s absolute discretion including the discretion to decide the categories of Investors to whom the offer, issue and allotment of Equity Shares shall be made, subject to applicable law, considering prevailing market conditions and other relevant factors wherever necessary.

RESOLVED FURTHER THAT the Equity Shares that may be issued and allotted, in accordance with the terms of the offering, shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend, voting rights or otherwise.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Equity Shares, from any statutory or regulatory authority or the stock exchanges

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board be and is hereby authorized to

- i. do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares, the number of Equity Shares that may be offered and proportion thereof, timing for issuance of such Equity Shares
- ii. to vary, modify or alter any of the terms and conditions as it may deem expedient,
- iii. entering into and executing agreements in relation to arrangements made for managing, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent
- iv. to execute any amendments or supplements thereto, as may be necessary or appropriate
- v. to finalize, approve and issue placement document(s), prospectus and/or offer document and/or circular
- vi. filing of placement documents(s), prospectus and other documents (in preliminary or final form) with any regulatory authority, MCA or stock exchanges
- vii. to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto
- viii. to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and

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- ix. take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Whole-time Director or Directors or Company Secretary or any other officer or officers of the Company to give effect to the aforesaid resolution.”

DATE: 10.01.2024 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY) M No: A45068
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	



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NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (“hereinafter collectively referred to as “MCA Circulars”), this Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on **Friday, January 12, 2024** (“Cut-off Date”), to be received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) and whose e-mail address is registered with the Company or Registrar and Transfer Agent (‘RTA’) or Depositories. The Member may note that this Notice will also be available on the Company’s website, www.nandanicreation.com, websites of the Stock Exchanges where the equity shares of the Company are listed National Stock Exchange of India Limited, www.nseindia.com and on the website of CDSL, www.evoting.cdsl.com.
3. In accordance with the MCA Circulars, the physical copies of this Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolution specified in this Notice. A person who becomes a Member after the Cut-off Date should treat this Notice for information purpose only.
It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. Eligible Members who have not registered their E-mail IDs, are required to register the same to receive this Notice and the procedure for remote E-voting along with the login ID and password related details. After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Notice within 48 hours of receiving details of e-mail ID.
6. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at info@jaipurkurti.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Friday, February 16, 2024**.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Company is providing facility for voting remotely, only by electronic means, to its Eligible Members and the stated items of Special business shall be transacted only through remote e-voting.

The Company has engaged the services of CDSL for providing remote e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.

The remote e-voting period begins on **Thursday, January 18, 2024 at IST 10:00 A.M. and ends on Friday, February 16, 2024 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. **Friday, January 12, 2024**, may cast their vote

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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 **Friday, January 12, 2024**.

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

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.3. Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

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	name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.
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7) After entering these details appropriately, click on “SUBMIT” tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

10) Click on the Electronic Voting Sequence Number (EVSN) of Nandani Creation Limited on which you choose to vote.

11) 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.

12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13) 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.

14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@jaipurkurti.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

CIN No.: L18101RJ2012PLC037976



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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 **Company at info@jaipurkurti.com or RTA at lawoo@bigshareonline.com .**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.



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

Item No. 1

Presently, the Authorized Share Capital of the Company is ₹ 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)

Considering the increased fund requirements of the Company, the Board at its Meeting held on **Wednesday, January 10, 2024**, had accorded its approval to increase the Authorized Share Capital to ₹ 18,00,00,000/- (Rupees Eighteen Crores Only) divided into **1,80,00,000 (One Crore and Eighty Lacs)** Equity Shares of Face Value of ₹10/- (Rupee Ten Only) each by addition of **50,00,000 (Fifty 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

The Board of Directors had approved an issuance of Equity Shares aggregating to Rs. 30 crores through various permissible modes including but not limited to by way of private placement, rights issue, qualified institution placement (QIP), etc. The Board considers that strengthening the Company's capital base and balance sheet is important and the proposal of fund raising up to Rs. 30 crores will help the Company to augment the long term resources for meeting funding requirements of its business activities, financing the future growth opportunities, general corporate purposes and other purposes.

It is proposed to seek approval of the shareholders through the enabling resolution for raising of funds for an amount up to Rs. 30 crores.

The issue of Equity Shares shall be made having due regard to the prevailing market conditions and any other relevant factors. The detailed terms and conditions for the issue(s)/offering(s) including price and timing of the Issue will be determined by the Board in its sole discretion in consultation with the advisors, book running lead managers and such other authority or authorities as may be necessary. The allotment of the Equity Shares shall be completed within a period of 365 days from passing of this resolution or such other time as may be allowed under SEBI-ICDR Regulations.

The resolutions proposed are enabling approvals, exact price, proportion and timing of the issue of the Equity Shares in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of Rs. 30 crores. The proposals therefore seek to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are incidental and ancillary. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Equity Shares to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange

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Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

Further, Section 62(1)(a) of the Companies Act, 2013 (the “Companies Act”) provides, inter alia, that when it is proposed to increase the subscribed capital of the company by issue of further shares, such further shares shall be offered to existing Members of such company in the manner laid down therein unless the Members by way of a Special Resolution decide otherwise. Since the Special Resolution proposed at item No. 2 of the Notice may result in the issue of Equity shares of the Company to persons other than existing Members of the Company, approval of Members is being sought pursuant to provisions of Section 62(1)(c) and other applicable provisions of the Companies Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of SEBI-LODR Regulations. The approval of the Members is being sought pursuant to the provisions of Section 23, 42 and other applicable provisions of the Companies Act and Rules notified under the Act, applicable regulations of SEBI including the SEBI ICDR Regulations, to the extent applicable.

The Board will take all steps to implement the proposal including but not limited to appointment of merchant bankers, legal advisors, depository, custodians, registrar, escrow agents and other intermediaries to advise and assist the Company regarding the issue of Equity Shares meeting and negotiating with the potential investors. The Equity Shares to be allotted would be listed on stock exchange. The offer/ issue/ allotment of the Equity Shares would be subject to the obtaining the regulatory approvals, if any. In connection with the proposed issue of the Equity Shares, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s), and decide the quantum of Equity Share to be issued to them. Hence, the details of the proposed allottees, percentage of post offer holding that may be held by them and post offer holding pattern of Equity Shares of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The issue/ allotment would be subject to the applicable regulatory approvals, if any.

The Board commends passing of the Special Resolution as per item 2 of the Notice.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution, except to the extent of Equity Shares issued/allotted to them and the entities in which they are Directors or Members. This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

DATE: 10.01.2024
PLACE: JAIPUR

By the Order of the Board
For NANDANI CREATION LIMITED
Sd/-
GUNJAN JAIN
(COMPANY SECRETARY)
M No: A45068

Registered Office:
G-13, KARTARPURA INDUSTRIAL AREA,
NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN
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