

Nandani Creation Limited



NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration Rules), 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of the **Section 110** and other applicable provisions, if any of the Companies Act, 2013 read with **Rule 22** of the **Companies (Management & Administration) Rules, 2014** (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs ("MCA") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, for seeking the approval of the Members of the Company by way of Special Resolution for the Businesses set out hereunder through Postal Ballot by the members of "**NANDANI CREATION LIMITED**" ("The Company") only through **Remote E-Voting**.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to **Section 102 and 110** of the Companies Act, 2013 setting out the material facts concerning each item and the reasons thereof is appended herewith for your consideration.

As permitted under the MCA circulars, the Company is sending the Notice in electronic form only. Hence, the Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the members for this postal Ballot and members are required to communicate their assent or dissent through the remote e-voting facility only. In compliance with **Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013** read with the rules framed there under and the MCA Circulars, the Company has extended only the remote E-Voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The Instructions for remote e-voting are appended to this Notice. The members can vote on the resolutions through remote e-voting facility. **Assent (FOR) or dissent (AGAINST) of the members on the resolutions mentioned in the Notice would only be taken through the Remote E-voting system as per the MCA circulars.**

The Company has engaged the Services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.



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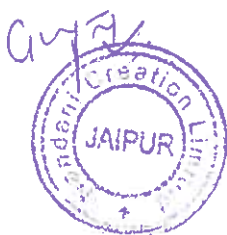


E-voting facility is available at the link www.evotingindia.com from **Thursday, 04th Day of February, 2021 at 9:00 A.M. (IST) onwards to Friday, 05th Day of March, 2021 at 5:00 P.M. (IST)**. Members are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on **Wednesday, 27th Day of January, 2021** has appointed **Mrs. Manisha Godara, (Membership No. 36531)** proprietor of **M/s Manisha Godara & Associates , Practicing Company Secretaries, Delhi**, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit her report to the Chairman of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairman of the Company on or before **Monday, 08th Day of March, 2021** at the Company's registered office. In addition to the results being communicated to National Stock Exchange of India Limited (NSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.nandanicreation.com and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Friday, 05th Day of March, 2021**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**).



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SPECIAL BUSINESSES:

ITEM-1:- TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 277 of the SEBI (ICDR) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company's present listing from **SME Platform (EMERGE) of NSE to Main Board of NSE.**”

“RESOLVED FURTHER THAT Mr. Anuj Mundhra (Chairman & Managing Director), and Ms. Gunjan Jain (Company Secretary & Compliance Officer), be and hereby jointly/ severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company's present listing from SME platform (EMERGE) of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

By Order of the Board of Directors
For Nandani Creation Limited



Gunjan Jain
Gunjan Jain
Company Secretary & Compliance Officer
M No.: A45068

Place: Jaipur

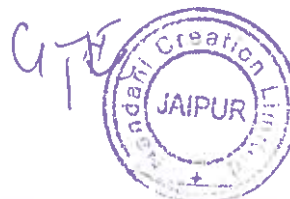
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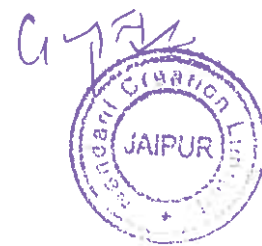
1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company ("the Board") at its meeting held on **Wednesday, 27th day of January, 2021** has appointed **Mrs. Manisha Godara, (Membership No. 36531) proprietor of M/s Manisha Godara & Associates, Practicing Company Secretaries, Delhi**, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on **Friday, 29th day of January, 2021**. The Postal Ballot Notice will also be available on the Company's website at www.nandanicreation.com.
4. On account of the threat posed by **COVID-19** and in terms of the **MCA Circulars**, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins from **Thursday, 04th day of February, 2021 at 9:00 A.M. (IST) onwards to Friday, 05th Day of March, 2021 at 5:00 P.M. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date **Friday, 29th Day of January, 2021**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut – Off date are requested to register their e-mail Ids by sending e-mail citing subject **"NCL -Postal Ballot Registration of e-mail Id's"** to Registrar and share transfer Agent (RTA) of the Company, i.e., **BIGSHARE SERVICES PRIVATE LIMITED** at lawoo@bigshareonline.com or to the Company at cs@jaipurkurti.com / info@jaipurkurti.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
8. The results of the Postal Ballot will be declared on or before **Monday, 08th day of March, 2021**. The results of the Postal Ballot will be hosted on the website of the Company viz. www.nandanicreation.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.



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9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Friday, 05th Day of March, 2021.**
10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 29th Day of January, 2021.**
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **Friday, 05th Day of March, 2021.**
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
15. Members are requested to contact Ms. Gunjan Jain, Company Secretary (Phone No.: 0141-4037596, Email ID: cs@jaipurkurti.com) in case of any query pertaining to the postal ballot.



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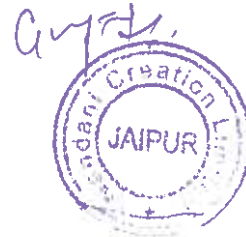


16. PROCEDURE/ INSTRUCTIONS FOR REMOTE E VOTING:

- The voting period begins on **Thursday, 04th day of February, 2021 at 9:00 A.M. (IST) onwards to Friday, 05th Day of March, 2021 at 5:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 29th Day of January, 2021** may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter.
- The Board of Directors has appointed **M/s Manisha Godara and Associates, Practicing Company Secretaries, New Delhi** as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- The Details of the process and manner for remote e-voting are explained herein below:
- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" Tab.
- 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.
- Next, enter the Image Verification as displayed and Click on Login.
- 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.
- 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.

- After entering these details appropriately, click on "SUBMIT" tab.



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- xi. 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. 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.
- 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



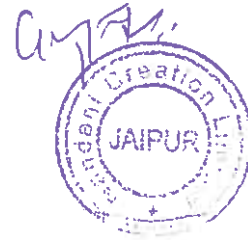
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xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at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



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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1:- TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE:

The Company's shares have been listed on a NSE Emerge since 07TH October, 2016 to till date. As because of Preferential Issue passed and approved by the Shareholders in the Extra Ordinary General Meeting (EOGM) on Wednesday, 20th Day of January, 2021 for 18,00,000 Equity Shares, paid up capital of the company is proposed to increase to Rs. 10,03,39,500 (i.e. from 82,33,950 Equity Shares to 1,00,33,950 Equity Shares) subject to the necessary approvals (In principal, Principal and Trading Approval) of National Stock Exchange of India Limited and other regulatory authorities.

Hence on approval of the Resolution passed in the EOGM, the Issued, Subscribed and paid up capital of the Company shall stand increased from Rs. 8,23,39,500 (Eight Crore Twenty Three Lacs Thirty Nine Thousand Five Hundred Only) divided into 82,33,950 (Eighty Two Lacs Thirty Three Thousand Nine Hundred Fifty) of Rs. 10/- (Rupees Ten Only) to Rs. 10,03,39,500 (Ten Crores Three Lacs Thirty Nine Thousand Five Hundred Only) divided into 1,00,33,950 (One Crore Thirty Three Thousand Nine Hundred Fifty) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Our Company is also listed on SME platform of NSE Emerge for more than 4 Years. As stated in SEBI (ICDR) Regulation, 2018 it is an option available to the Company to migrate from NSE SME Emerge to NSE Main Board. Further, the Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on 27th January, 2021 has accordingly decided to migrate from NSE SME Emerge to NSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company proposes the resolution for your approval as a Special resolution. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.



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Accordingly, the Board of Directors of the Company recommends the Special resolution No. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

By Order of the Board of Directors
For Nandani Creation Limited



Gunjan Jain

Gunjan Jain

Company Secretary & Compliance Officer

M No.: A45068

Place: Jaipur

Date: 27th January, 2021

