

Nandani Creation Limited



SYMBOL: NANDANI
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: 06.03.2021

Subject: Voting Results and Scrutinizer's Report on Postal Ballot.

Dear Sir/Ma'am,

In continuation of our letter dated our letter dated February 03, 2021 intimating the date of completion of dispatch of Postal Ballot Notice to the eligible shareholders of Nandani Creation Limited for the purpose of seeking approval of the members by way of Postal Ballot for Migration of Equity Shares of the company from SME Exchange (NSE Emerge) to the Main Board of National Stock Exchange of India Limited (NSE), we enclose herewith:

1. Voting Results of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Annexure-I)**
2. Scrutinizer's Report on Postal Ballot. **(Annexure-II)**

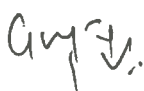
The Resolutions as set out in the Postal Ballot Notice, have been approved by the members with requisite majority and deemed to have been passed on **March 05, 2021** being the last date of receipt of electronic votes.

The above documents are also available on the website of the Company at www.nandanicreation.com and also on the E-Voting Website of CDSL namely www.evotingindia.com

Thanking You,

Yours faithfully,

For **NANDANI CREATION LIMITED**


GUNJAN JAIN
COMPANY SECRETARY
M: A45068



Encl: a/a

CIN No.: L18101RJ2012PLC037976



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RAJASTHAN

MAHARASHTRA

KARNATAKA

HARYANA

WEST BENGAL

ANNEXURE-1: VOTING RESULTS OF THE POSTAL BALLOT

**AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015)**

NAME OF THE COMPANY	Nandani Creation Limited
DATE OF POSTAL BALLOT NOTICE	January 27, 2021
VOTING START DATE AND TIME	February 04, 2021 at 9:00 AM (IST)
VOTING END DATE AND TIME	March 05, 2021 at 5:00 PM (IST)
TOTAL NUMBER OF MEMBERS AS ON RECORD DATE i.e. January 29, 2021	119
No. OF MEMBERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY:	Not Applicable
PROMOTER AND PROMOTER GROUP	Not Applicable
PUBLIC	Not Applicable



AGENDA WISE DISCLOSURE:

	AGENDA ITEM 1				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			
	RESOLUTION REQUIRED				SPECIAL RESOLUTION			
	Whether Promoter & Promoter Group are interested in the Agenda/Resolution				NO			
Category	Mode of voting #	No. of Shares Held	No. of Votes	% of Votes	No. of Votes in Favor	No. of Votes in against	% Votes in Favor	% of Votes in against
		(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6)={(4)/(2)}*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-voting	5253200	5253200	100	5253200	0	100	0
	Poll							
	Postal Ballot							
	Total	5253200	5253200	100	5253200	0	100	0
Public Institutions	E-voting	----						
	Poll							
	Postal Ballot							
	Total	----						
Public-Non Institutions	E-voting	2980750	815000	27.34	815000	0	100	0
	Poll							
	Postal Ballot							
	Total	2980750	815000	27.34	815000	0	100	0
Total		8233950	6068200	73.69	73.69	0	73.69	0

The aforesaid Special Resolution referred to at **Sr. No. 1** shall be acted upon if and only if the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favor of the proposal amount to at least two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the proposal.



The resolution as set out in the Postal Ballot Notice, have been approved by the members with requisite majority and deemed to have been passed on March 05, 2021 being the last date of receipt of electronic votes.

FOR AND ON BEHALF OF NANDANI CREATION LIMITED

Gunjan Jain



GUNJAN JAIN

COMPANY SECRETARY AND COMPLIANCE OFFICER

M NO.: A45068



Manisha Godara and associates

Company Secretaries, formerly known as Manisha Choudhary & Co.



Report of Scrutinizer(s)

[Pursuant to rule section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Board of Directors,
Nandani Creation Limited
G-13, Kartarpura Industrial Area,
Near -22, Godam Jaipur, RJ- 302006 (India).

Dated: 06.03.2021

Subject: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Manisha Godara, Practicing Company Secretaries on behalf of M/s Manisha Godara & Associates having office at B-2/8, Shri Sai Kunj, D2 Vasant Kunj, New Delhi-70 have been appointed as a Scrutinizer of **NANDANI CREATION LIMITED** ("the company") pursuant to Section 110 of the Companies Act, 2013 read with **The Companies (Management and Administration) Rules, 2014**, for the purpose of scrutinizing the Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on voting by electronic means carried out pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, Rule 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014) (as amended), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] (as amended), MCA 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 and SEBI Circular No. SEBI / HO / CFD / CMD I / CIR / P / 2020 / 79 Dated May 12, 2020, for the businesses to be transacted through Postal Ballot referred to in the Postal Ballot Notice dated January 27, 2021 namely:

- (i) **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 Management is responsible to ensure the compliance with the requirements of the Act read with the Rules, MCA and SEBI Circular/s relating to Voting by electronic means, (Remote EVoting), on all the Resolutions contained in the Postal Ballot Notice dated **January 27, 2021**.

Our responsibility as a Scrutiniser for the Voting by electronic Means, (Remote E-Voting), process is restricted to make a Scrutiniser's Report of the Votes cast "in favour" or "against" and "invalid, abstain or by interested parties" for all the Resolutions, based on the Report/s generated from the EVoting system or platform provided by the Central Depository Services (India) Limited ("CSDL"), the authorised agency to provide the Remote E-Voting engaged by the Company.



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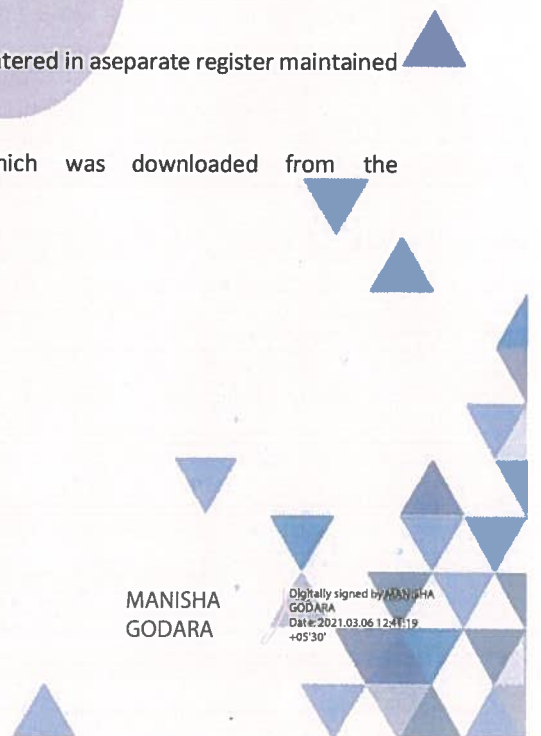
Manisha Godara and associates

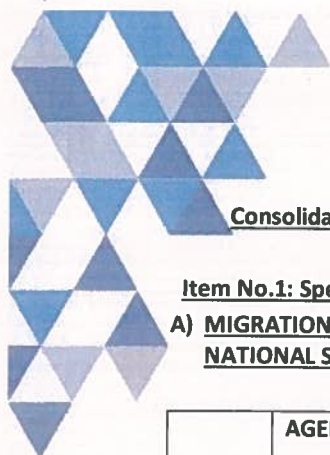
Company Secretaries, formerly known as Manisha Choudhary & Co.



We do hereby submit our report as under:

1. The Company had on February 02, 2021 completed the dispatch of the notice as per Section 110 of the Companies Act, 2013 to the Members of the Company whose names appeared on the Register of Member/List of Beneficiaries as on **January 29, 2021**, being a cut-off date.
2. On account of the threat posed by COVID-19, and considering the relaxations granted by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), the Postal Ballot Notices were sent only by email to all its members who have registered their email addresses with the Company / Company's Registrar and Share Transfer Agent (RTA) or Depository / Depository Participants and the communication of assent/dissent of the member took place through remote E-Voting system only provided by CDSL, the agency engaged by the Company to provide the Members with the facility of remote E-Voting.
3. The Company had appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL/Service Provider") as the service provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. **Bigshare Services Pvt. Ltd** is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the Company.
4. The Company published an advertisement in "**Financial Express**" (English newspaper) and "**Business Remedies**" (Hindi newspaper) on **Wednesday, February 03, 2021** informing about the dispatch of Postal Ballot Notice through email only for seeking consent of members of the Company by way of Special Resolution for the Special Business mentioned in the Postal Ballot Notice.
5. The remote E-Voting period commenced on **Thursday, February 04, 2021 at 9.00 AM** and ended on **Friday, March 05, 2021 at 05:00 PM**. The Remote E-Voting was disabled thereafter.
6. Subsequently, the votes cast through electronic means were unblocked on **March 06, 2021** by using the Scrutinizer's login on e-voting platform of CDSL in the presence of two witnesses who are not in the employment of the Company as prescribed in Sub-rule 4(xii) of the said Rule 20, as amended.
7. The votes were then reconciled with the records maintained by the Company and Company's RTA and were then scrutinized.
8. The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of Postal Ballot.
9. The report is based on the vote cast through e-voting, which was downloaded from the website (<https://www.evotingindia.com>)





Manisha Godara and associates

Company Secretaries, formerly known as Manisha Choudhary & Co.



Consolidated Report of the Remote E- Voting together with E-voting by the members at the EOGM

Item No.1: Special Resolution –

A) 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.

	AGENDA ITEM 1				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			
	RESOLUTION REQUIRED				SPECIAL RESOLUTION			
	Whether Promoter & Promoter Group are interested in the Agenda/Resolution				NO			
Category	Mode of voting #	No. of Shares Held	No. of Votes	% of Votes	No. of Votes in Favor	No. of Votes against	% Votes in Favor	% of Votes against
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Promoter and Promoter Group	E-voting	5253200	5253200	100	5253200	0	100	0
	Poll							
	Postal Ballot							
	Total	5253200	5253200	100	5253200	0	100	0
Public Institutions	E-voting	----	----					
	Poll							
	Postal Ballot							
	Total	----						
Public-Non Institutions	E-voting	2980750	815000	27.34	815000	0	100	0
	Poll							
	Postal Ballot							
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Total		8233950	6068200	73.69	6068200	0	73.69	0



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Manisha Godara and associates

Company Secretaries, formerly known as Manisha Choudhary & Co.



The aforesaid Special Resolution referred to at **Sr. No. 1** shall be acted upon if and only if the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favour of the proposal amount to at least two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the proposal.

I further state that the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favour of the Resolution No. 1 is at least two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the **Resolution No. 1**. Further, votes casted by Promoters and Promoter Group w.r.t. **Resolution no. 1** are not considered as required under **Regulation 277 of SEBI (ICDR) Regulations, 2018.**

The Register, all other papers and relevant records relating to Voting through Electronic Means (Remote E-Voting) shall remain in my safe custody until the Chairman considers, approves and declares the results of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping by the Company.

You may declare the results of the Remote E-Voting in respect of the Postal Ballot Notice accordingly.

Yours Faithfully

**FOR MANISHA GODARA & ASSOCIATES
PRACTICING COMPANY SECRETARY**

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CS MANISHA GODARA

M.No. A36531

CP: 13570

Date: 06.03.2021

Place: NEW DELHI

UDIN: A036531B004016815

