

Nandani Creation Limited



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

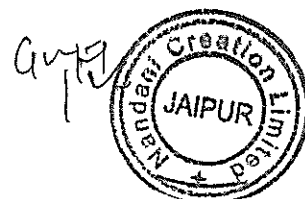
NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING IN THE FINANCIAL YEAR 2020-21 OF THE MEMBERS OF NANDANI CREATION LIMITED WILL BE HELD ON WEDNESDAY, 20TH DAY OF JANUARY, 2021 AT 4.00 P.M. AT ITS REGISTERED OFFICE SITUATED AT G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22 GODAM, JAIPUR-302006, RAJASTHAN, INDIA THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO VISUAL MEANS (AOVM) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESSES:

ITEM NO. 1: TO APPROVE THE CONVERSION OF UNSECURED LOAN INTO EQUITY ON PREFERENTIAL BASIS:

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 Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential Issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and the rules/regulations/guidelines/notifications/circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches on preferential basis (Preferential Issue) to the following promoter categories of persons of the Company upto maximum of 18,00,000 (Eighteen Lacs Only) equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs.17/- per equity share(including a premium of Rs. 7/- per Equity Share) or such price not less than the price to be calculated in accordance with Chapter V of SEBI ICDR Regulations, aggregating to Rs. 3,06,00,000/- (Rupees Three Crores Six Lacs Only) upon the conversion of unsecured loan outstanding as on 16th December, 2020 of the proposed Allottees."



Sr. No.	Name of the proposed Allottees	Permanent Account Number	No. of Equity Shares to be issued	Value in Rs.
1.	ANUJ MUNDHRA	AJPM0302K	7,00,000	1,19,00,000
2.	VANDNA MUNDHRA	AZHPM2014Q	5,50,000	93,50,000
3.	SUNITA DEVI MUNDHRA	ACTPM0580E	5,50,000	93,50,000
	TOTAL		18,00,000	3,06,00,000

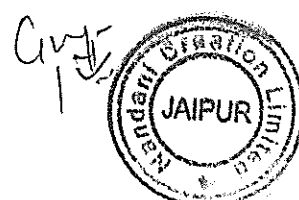
"RESOLVED FURTHER THAT without prejudice to the generality of the above, the Issue of Equity Shares shall be subject to following terms:

- I. That the said Equity Shares shall be issued and allotted by the Company to Proposed Allottees within a period of 15 (Fifteen) Days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.
- II. The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- III. The Equity Shares allotted shall be subject to a lock in for such period as specified under Chapter V of SEBI ICDR Regulations relating to Preferential Issue and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity Shares are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchange as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubts that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed 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 shareholders of the company and that the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director (s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf



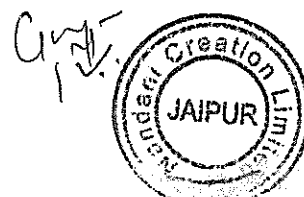
of the Company and to represent the Company before any governmental authorities and to appoint any Merchant bankers or other Professional Advisors, Consultants and Legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

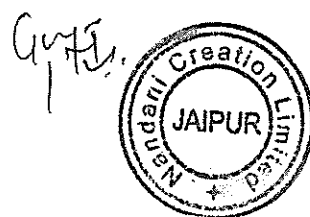
DATE: 23.12.2020 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY)
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	

NOTES:

1. 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.
2. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the EOGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the EOGM of the Company is being held through VC/OAVM. In accordance with the MCA Circulars, special business mentioned at Item Nos. 1 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the EOGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@jaipurkurti.com with a copy marked to helpdesk.evotng@cdslindia.com.
5. Members holding shares in Demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.



6. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited ("Bigshare" or "Registrar & Share Transfer Agent") having address at 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059; Tel.: (022) 62638200/02 Email id: admission@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact Ms. Gunjan Jain , Company Secretary at the Registered Office of the Company (Phone No.: +0141-4037596; Email: cs@jaipurkurti.com).
7. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.nandancreation.com , website of the Stock Exchanges i.e. National Stock Exchange of India Limited "Emerge Platform" and on the website of CDSL www.evotngindia.com
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare in case the shares are held by them in physical form.
9. Attendance of the Members participating in the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Cut-off date for determining the names of shareholders eligible to get Notice of Extra Ordinary General Meeting is **Friday, 25th December, 2020.**
11. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
12. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.
14. 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.

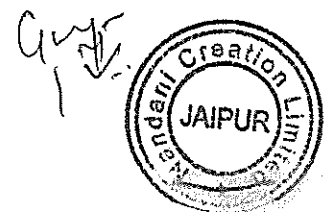


15. The Chairman shall, at the EOGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the EOGM through VC/AOVM.
16. The scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EOGM, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the EOGM.
17. The Notice of the EOGM shall be placed on the website of the Company till the date of EOGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website www.nandanicreation.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
18. Pursuant to Section 108 of Companies Act, 2013 read with rules made there under and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by CDSL.
19. Since, the EOGM will be held at the registered office (deemed place of Meeting) and also via VC/OAVM, the Route map is also annexed in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

- i. The voting period begins on **Saturday, 16th Day of January, 2021 at 9.00 A.M. and ends on Tuesday, 19th day of January, 2021 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **13th 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. Those Members, who will be present in the EOGM through VC / OAVM facility or physically and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EOGM.
- ii. The Board of Directors has appointed **M/s Manisha Godara and Associates, Practicing Company Secretaries, New Delhi** as scrutinizer to scrutinize the votes during the EOGM and the remote e-voting process in a fair and transparent manner.
- iii. The Members who have casted their vote by remote e-voting prior to the EOGM may also attend /participate in the EOGM through VC/OAVM/physically but shall not be entitled to cast their votes again.



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

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

vi. Click on "Shareholders" Tab.

vii. 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.

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

ix. 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.

x. 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.

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

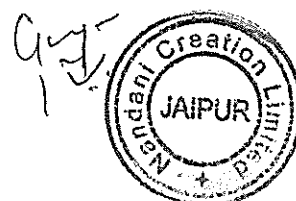
xii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this 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.

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

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

xv. 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.

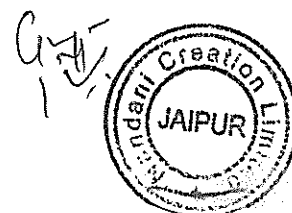
xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- xvii. 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.
- xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xx. 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.
- xxi. 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.
- xxii. 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
- xxiii. 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 .

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC / OAVM ARE AS UNDER:

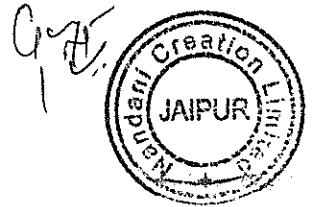
1. Shareholders will be provided with a facility to attend the EOGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at [http:// www.e-votingindia.com](http://www.e-votingindia.com) under Shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in the shareholder/members login where the EVSN of the Company will be displayed.
2. The Facility of joining the EOGM through VC/OAVM shall open 15 minutes before the scheduled time for the EOGM.
3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
4. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.



5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
6. Shareholders who would like to express their views or ask questions during the EOGM will have to register themselves as a speaker by sending their requisition advance at least 2 days prior to meeting mentioning their names, Demat Account No./Folio No., e mail ID, Mobile No. at info@jaipurkurti.com . The Shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 2 days prior to the meeting mentioning their names, Demat Account No./Folio No., e mail ID, Mobile No. at info@jaipurkurti.com. These queries will be replied to by the Company suitably by email.

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:

ITEM NO: 1:

Your Company is engaged in the Business of Manufacturing and Trading of Women Apparels like Kurtis, Salwar Dupattas, Pants, Dresses, Palazzos, Leggings, Different variety of Bottom wears, Dupattas, Tops etc. We are popularly known and Identified in apparel market by our two brand names "Jaipurkurti.com" & "Amaiva-By Jaipur Kurti".

The Board of Directors at their meeting held on **23rd Day of December, 2020**, on the request letter received from **Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra, Promoter Categories** of persons of the Company wherein they have requested the Company either to make payment of their loan outstanding or to convert their loan into Equity Shares, has decided to convert amount due towards the unsecured loan of proposed Allottees on preferential basis into Equity Shares of the Company in view of the current financial situation and liquidity position of the Company.

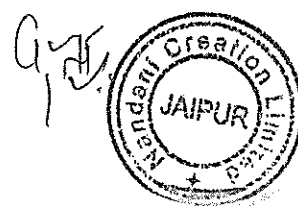
In order to strengthen its financial position, the Company proposes to offer, issue and allot Equity Shares upto maximum of 18,00,000/- (Eighteen Lacs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of 17/- per equity share (including a premium of Rs. 7/- per Equity Share) in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its meeting held on **23rd Day of December, 2020** considered and approved subject to the approval of shareholders, issue of Equity Shares upto maximum of 18,00,000 (Eighteen Lacs Only) Equity Shares on preferential basis. In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 160 of SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution.

The proposed issue and allotment of Equity Shares on preferential basis shall be governed by the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

The Consent of the Shareholder is being sought by way of Special Resolution to enable the Board to issue the Equity Shares to Promoter Group in accordance with the provisions of the companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, SEBI LODR Regulations and any other applicable laws.

DETAILS OF THE ISSUE:

1. The allotment of the Equity Shares is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 6 (Six) Months preceding the **Relevant date** (i.e. 21st December, 2020). The Proposed Allottees have represented that they have not sold any Equity Shares of the Company during the 6 (Six) Months preceding the Relevant Date.
2. The Relevant Disclosures as required under Chapter V of the SEBI ICDR Regulations are set out below.



a. The Object of the Issue through Preferential Offer:

The Members are informed that the object of the Issue of the Equity Shares by way of the proposed preferential offer is to convert the outstanding amount of Unsecured Loan given by the Proposed Allottees to the Company so as to retain the cash reserves of the Company instead of repayment of such loan. In view of the current financial position of the Company and Board of Directors of the Company have decided to convert unsecured Loan into Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase the net worth of the Company.

b. The Total Number of Shares to be issued:

Equity Shares up to 18,00,000/- of face value of Rs. 10/- (Rupees Ten Only) each at a price of 17/- per equity share (including a premium of Rs. 7/- per Equity Share), the Equity Share proposed to be issued shall not be less than the price arrived at in accordance with the provisions of SEBI ICDR Regulations.

c. Basis on which the price has been arrived at along with the report of the Merchant Banker:

According to the Valuation Reports of Merchant Banker, Holani Consultants Private Limited having office at 401-405 & 416-418, 4th Floor, Soni paris Point Jai Singh Highway, Banipark Jaipur-302016 issued on Wednesday, 23rd Day of December, 2020 based on the Valuations provided by the above said valuers, the Board has decided the price of equity shares to be issued at Rs. 17/- including a premium of Rs. 7/- per equity share of Face Value of Rs. 10/- each in accordance with provisions of the SEBI(ICDR) Regulations.

d. Pricing of the Preferential Issue:

As the shares of the company are in frequently traded the price of Rs. 17/- (Rupees Seventeen only) per share was determined by the company taking into account the valuation parameters prescribed under 165 of SEBI (ICDR) Regulations .

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

The Relevant date in terms of Regulation 161(a) of the SEBI ICDR Regulations for determining the price of Equity Share with reference to the proposed allotment is not applicable for the preferential allotment as the shares of the company are infrequently traded.

f. The Class or Classes of person to whom the allotment is proposed to be made:

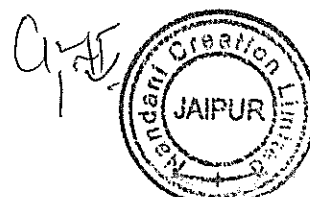
The Entire Allotment is proposed to be made to the Promoter Group as stated below

The Details of the Promoter and the Unsecured Loan outstanding to the promoter as on 16.12.2020 are as under:

S. No.	Proposed Allottees	Total Amount of Unsecured Loan Outstanding as on 16.12.2020	Amount of Unsecured Loan which will be adjusted against Issue of Equity Shares	No. of Shares to be Allotted
1	Anuj Mundhra	12,027,186.00	11,900,000.00	7,00,000
2	Vandna Mundhra	9,402,863.00	9,350,000.00	5,50,000
3	Sunita Devi Mundhra	9,958,854.00	9,350,000.00	5,50,000
	TOTAL	3,13,88,903.00	3,06,00,000.00	18,00,000

g. Intention of the Promoters/Directors/Key managerial Personnel of the Issuer to subscribe to the Offer:

Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra, Promoter and Promoter Group intend to subscribe to the Equity Shares. No Shares being offered to any other Promoter and Promoter Group, Directors, Key Managerial Personnel or relative of the Directors or Key Managerial Personnel of the Company.



h. The proposed time limit within which the preferential issue shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue at the Extra Ordinary General Meeting or in the event, allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s) as the case may be.

i. The name of the proposed Allottees and the percentage of post preferential offer capital that may be held by them:

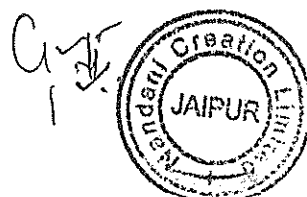
S. No.	Name of the Proposed Allottees	% post preferential offer capital
1	ANUJ MUNDHRA	37.10%
2	VANDNA MUNDHRA	19.70%
3	SUNITA DEVI MUNDHRA	11.93%

j. The Shareholding pattern of the Issuer before and after the preferential Issue:

SR.NO.	CATEGORY	PRE-ISSUE HOLDING DETAILS		POST- ISSUE HOLDING DETAILS	
		TOTAL NO. OF SHARES	% OF SHARES OF SHARES	TOTAL NO. OF SHARES	% OF SHARES OF SHARES
A	Promoters Holding				
1	Indian				
	Individual	52,53,200	63.80%	70,53,200	70.29%
	Body Corporate	0	0	0	0
	SUB TOTAL	52,53,200	63.80%	70,53,200	70.29%
2	Foreign Promoters	0	0	0	0
	SUB TOTAL (A)	52,53,200	63.80%	70,53,200	70.29%
B	Non-Promoters Holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institution:				
	Bodies Corporates	40,000	0.48%	40,000	0.40%
	Individuals	19,10,750	23.21%	19,10,750	19.04%
	Others:				
	NRI	0	0	0	
	Clearing Members	2,00,000	2.43%	2,00,000	1.99%
	HUF	8,30,000	10.08%	8,30,000	8.28%
	SUB TOTAL (B)	29,80,750	36.20%	29,80,750	29.71%
	GRAND TOTAL	82,33,950	100.00%	100,33,950	100.00%

NOTES:

- As on 18th December, 2020
- This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.



The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

k. Change in Control:

The issue of Equity Shares under consideration will not result in any change in management or control of the Company or change in the composition of the Board of Directors of the Company.

l. The Number of persons to whom allotment on preferential basis have been made during the year in terms of number of securities as well as price:

During the Financial year 2020-21, the company has not offered, issued and allotted any Equity Shares on Preferential basis to promoter and non-promoters.

m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment of equity shares is conversion of amount of loan received by the Company from the proposed Allottees.

n. Requirement as to re-computation of Price and Lock-in of Specified Securities:

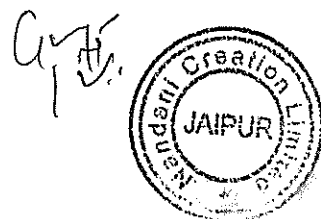
The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so. The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations the specified securities shall continue to be locked- in till the time such amount is paid by the allottees

o. Disclosure as specified in Regulation 163(1)(i) of the SEBI ICDR Regulations:

This is not applicable in present case, as the company and any of its promoters or directors are not a willful defaulter.

p. 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, the percentage of Post Preferential Issued capital that may be held by the said Allottees:

The Identity of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and the percentage of the pre and post preferential issue capital that may be held by proposed Allottees is given in the following table:



Name, PAN & Address of Allottees	Category	Natural Persons who are ultimate beneficial owners	Pre-Issue Shareholding		No. of Shares to be allotted	Post-Issue Shareholding	
			No. of Shares	%		No. of Shares	%
Name: Mr. Anuj Mundhra PAN: AJJPM0302K Address: 302, Kamal Apts., Sawai jai Singh Highway, Banipark, Jaipur-302016, Rajasthan	Promoter	Not Applicable	30,22,225	36.70	7,00,000	37,22,225	37.10
Name: Mrs. Vandna Mundhra PAN: AZHPM2014Q Address: 302, Kamal Apts., Sawai jai Singh Highway, Banipark, Jaipur-302016, (Raj.)	Promoter	Not Applicable	14,26,975	17.33	5,50,000	19,76,975	19.70
Name: Mrs. Sunita Devi Mundhra PAN: ACTPM0580E Address: 302, Kamal Apts., Sawai jai Singh Highway, Banipark, Jaipur-302016, (Raj.)	Promoter	Not Applicable	6,47,250	7.86	5,50,000	11,97,250	11.93
TOTAL			50,96,450	61.89	18,00,000	68,96,450	68.73

q. Auditor's Certificate:

A copy of the Certificate from the Statutory Auditor of the Company, **M/s Ashok Holani & Co., Chartered Accountants, Jaipur** certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI ICDR Regulations for Preferential Issue, shall be placed before the Shareholders at the Extra Ordinary General Meeting and will be available for inspection at the Registered Office of the Company during 11:00 A.M. to 1:00 P.M. on any working day (Except Saturday) prior to the date of meeting.

r. Lock-in-period:

The Equity Shares proposed to be offered and allotted in the Preferential Allotment shall be locked-in in accordance with Regulation 167 of the SEBI ICDR Regulations.

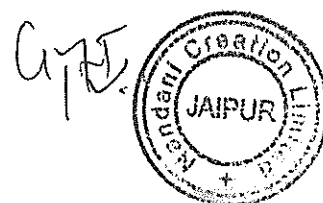
The Entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of Six Months from the date of trading approval granted by the Stock Exchange.

s. Undertaking to put Equity Shares under lock-in till the re-computation price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares shall continue to be locked-in till such time said amount is paid by the Allottees.

t. Other terms and conditions for issue of Equity Shares:

- The Allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI ICDR Regulations. Due to above preferential allotment of the



Equity Shares, no change in management control is contemplated. The aforesaid Allottees shall be required to comply with the relevant provisions of the SEBI ICDR Regulations.

- The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank paripasu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited (Emerge) where the Equity Shares of the Company are listed.

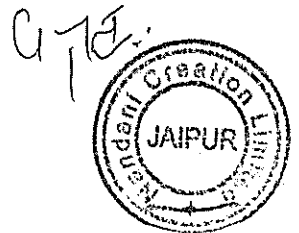
u. Other Disclosures:

- The Board in its Meeting held on 23rd Day of December, 2020, has approved the issue of Equity Shares on Preferential basis to proposed Allottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

The Board Recommends the Special Resolution as set out in the notice for member's approval.

Mr. Anuj Mundhra, Managing Director, Mrs. Vandna Mundhra, Whole-Time Director, Mrs. Sunita Devi Mundhra, Whole-Time Director are concerned or interested in the above resolution as it relates to issue/allotment of Equity Shares to them as Promoters/Promoters Group on Preferential Basis. Mr. Dwarka Dass Mundhra, Chief Financial Officer of the Company, is also interested being father of Mr. Anuj Mundhra, husband of Mrs. Sunita Devi Mundhra and Father-in-law of Mrs. Vandna Mundhra. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

DATE: 23.12.2020 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	



ROUTE MAP AS PER SS-2
FOR THE VENUE OF EXTRA ORDINARY GENERAL
MEETING
OF
NANDANI CREATION LIMITED

