

Nandani Creation Limited



01st CORRIGENDUM TO NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)

The Extra-Ordinary General Meeting ("EGM") of the Members of **NANDANI CREATION LIMITED** [The Company] is scheduled to be held on **WEDNESDAY, 05th MARCH, 2025 AT 4.00 P.M. (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

The Notice of the EOGM was dispatched to the Shareholders of the Company on 11th February, 2025, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

This Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein, Pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the MCA Circulars.

Further, the Corrigendum is also issued as it has come to the knowledge of the Board of Directors and Company Secretarial department that two of the proposed allottee namely Amit Garg to whom 1,00,000 Equity Shares & 1,00,000 warrants convertible into Equity Shares and Manoj Heda to whom 5,000 Equity Shares & 5,000 warrants convertible into Equity Shares respectively were proposed to be issued on preferential basis subject to approval by shareholders, has been disqualified pursuant to contravention of Regulation 159 and 167 of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Therefore, in view of this above disqualification the Board of Directors by resolution dated 27th February, 2025 has proposed that 1,05,000 equity shares & 1,05,000 warrants convertible into Equity Shares which were earlier proposed to be allotted to Amit Garg & Manoj Heda shall now be allotted to Vimal Kishore Parwal HUF, one of the existing Proposed allottee on preferential basis subject to approval by shareholders. This corrigendum intends to bring out more detailed disclosures on the objectives of the issues and various disclosures as applicable, while the primary objective and facts disclosed in the original notice dated 03rd February, 2025 remains intact pursuant to the directions/suggestions/comments/remarks received from the National Stock Exchange of India Limited.

This Corrigendum is being issued to give notice to amend modify details as mentioned herein in the resolutions and Explanatory Statement as set forth in Item Number 2 & 3 and other matters mentioned in the Explanatory Statement, Pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the MCA Circulars in the original notice dated 03rd February, 2025.

ITEM NO 2:

ISSUANCE OF EQUITY SHARES OF THE COMPANY BY WAY OF PREFERENTIAL ISSUE, SUBJECT TO SUCH APPROVALS AS MAY BE REQUIRED UNDER APPLICABLE LAWS:

To consider and, if thought fit, to pass 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, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (herein after referred to as the "**Companies Act**"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any amendments, modifications and/ or re-enactments thereof for the time being in force) and further in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), or any other statutory or regulatory authority, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**") and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons", the consent of the members of the company be and is hereby accorded to raise further capital and to create, offer, issue and allot 26,05,000 (Twenty Six Lakhs Five Thousand Only) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each for cash at a price of Rs. 44/- (Rupees Forty-Four Only) per equity share, aggregating to Rs. 11,46,20,000/- (Rupees Eleven Crore Forty-Six Lakh Twenty Thousand Only) ("**Subscription Shares**") on a

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preferential basis on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, to the following persons (the **"Proposed Share Allottees"**).

S. No.	Name of Proposed Allottee	No of equity shares to be issued	Total Consideration (₹)	Category
1	PG FOILS LIMITED	Upto 2,00,000	88,00,000	Public
2	BHANWAR LAL SONI HUF	Upto 1,50,000	66,00,000	Public
3	GAURAV TIBREWAL	Upto 1,50,000	66,00,000	Public
4	MUKESH KUMAR (HUF)	Upto 1,27,000	55,88,000	Public
5	UMESH MALANI	Upto 1,25,000	55,00,000	Public
6	VIMAL KISHORE PARWAL HUF	Upto 2,05,000	90,20,000	Public
7	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
8	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
9	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
10	ABHISHEK CHHAJED JAIN	Upto 69,500	30,58,000	Public
11	BHARAT TAPARIA	Upto 69,450	30,55,800	Public
12	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
13	SHRUTI LOYALKA	Upto 55,500	24,42,000	Public
14	NIDHI BANSAL	Upto 55,500	24,42,000	Public
15	RASHMI JIGNESH SANGOI	Upto 55,500	24,42,000	Public
16	PIPADA SUNIKET SANTOSH	Upto 55,500	24,42,000	Public
17	S J DATAMATICS PVT LTD	Upto 55,500	24,42,000	Public
18	SHILPI PARWAL	Upto 50,000	22,00,000	Public
19	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
20	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public
21	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
22	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
23	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
24	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
25	VIKAS ARORA	Upto 50,000	22,00,000	Public
26	M SHIKAR HUF	Upto 50,000	22,00,000	Public
27	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
28	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
29	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
30	EKTA SATISH CHOUDHARY	Upto 27,750	12,21,000	Public
31	RENU BHANDARI	Upto 27,750	12,21,000	Public
32	KARUNA DISTRIBUTORS PRIVATE LIMITED	Upto 27,750	12,21,000	Public
33	SIDDHI SABOO	Upto 27,750	12,21,000	Public
34	PREM SONI	Upto 27,750	12,21,000	Public
35	DIVIT BERIA	Upto 25,000	11,00,000	Public
36	VARSHA CHUGH	Upto 25,000	11,00,000	Public
37	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
38	USHA AGRAWAL	Upto 20,000	8,80,000	Public
39	NEHA MAHESHWARI	Upto 13,900	6,11,600	Public
40	REETESH KUMAR PORWAL	Upto 13,900	6,11,600	Public
41	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
42	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
43	VINITA GOLECHHA	Upto 12,500	5,50,000	Public

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44	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
45	NIDHI PARWAL	Upto 12,500	5,50,000	Public
46	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
47	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
48	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
	TOTAL	Up to 26,05,000	11,46,20,000	

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

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be **Monday, 03rd February, 2025**, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting held on **Wednesday, 05th March, 2025**.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of Preferential Issue shall, inter-alia, be subject to the following:

- The Proposed Share Allottees shall be required to bring in 100% of the consideration for the Subscription Shares on or before the date of allotment hereof;
- The Equity Shares so offered, issued and allotted to the Proposed Share Allottees, shall be issued by the Company for cash consideration;
- The Subscription Shares shall be issued and allotted by the Company to the Proposed Share Allottees in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations;
- The Subscription Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations. Further, the pre preferential allotment shareholding of the Proposed Share Allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulation.
- The Subscription Shares will be listed on National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

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

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

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

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the Company to give effect to the aforesaid resolution."

ITEM NO 3:

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS. SUBJECT TO SUCH APPROVALS AS MAY BE REQUIRED UNDER APPLICABLE LAWS:

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**"the Act"**), the Companies Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (**"FEMA"**) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI Takeover Regulations"**), the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (**"NSE"**) on which the Equity Shares of the Company having face value ₹10/- each (**"Equity Shares"**) is listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**) and/or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, 68,95,000 (Sixty Eight Lakhs Ninety Five Thousand only) warrants, of the Company, at a price of ₹ 44/- (Rupees Forty Four only) per warrant (**"Warrant Exercise Price"**) each convertible into 1 (One) Equity share of face value of ₹ 10/- each, aggregating to not more than ₹ 30,33,80,000/- (Rupees Thirty Crore Thirty Three Lakh Eighty Thousand Only) (**"Subscription Warrants"**) on a preferential allotment basis on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the following persons (the **"Proposed Warrant Allottees"**).

S. No.	Name of Warrant Allottees	No. of Convertible Warrants to be issued	Total Consideration (₹)	Category
1	ANUJ MUNDHRA	Upto 20,00,000	8,80,00,000	Promoter Group
2	SUBHASH PHOOTARMAL RATHOD	Upto 10,00,000	4,40,00,000	Public
3	SAHI LOGISTICS & INFRA PRIVATE LIMITED	Upto 10,00,000	4,40,00,000	Public
4	SUNITA DEVI MUNDHRA	Upto 10,00,000	4,40,00,000	Promoter Group
5	PG FOILS LIMITED	Upto 2,00,000	88,00,000	Public
6	BHANWAR LAL SONI HUF	Upto 1,50,000	66,00,000	Public
7	GAURAV TIBREWAL	Upto 1,50,000	66,00,000	Public
8	UMESH MALANI	Upto 1,25,000	55,00,000	Public
9	VIMAL KISHORE PARWAL HUF	Upto 2,05,000	90,20,000	Public
10	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
11	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
12	AADISHAKTI STEELS (Firm represented by Binit Kedia, Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
13	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
14	SHILPI PARWAL	Upto 50,000	22,00,000	Public
15	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
16	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public

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17	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
18	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
19	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
20	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
21	VIKAS ARORA	Upto 50,000	22,00,000	Public
22	M SHIKAR HUF	Upto 50,000	22,00,000	Public
23	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
24	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
25	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
26	DIVIT BERIA	Upto 25,000	11,00,000	Public
27	VARSHA CHUGH	Upto 25,000	11,00,000	Public
28	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
29	USHA AGRAWAL	Upto 20,000	8,80,000	Public
30	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
31	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
32	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
33	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
34	NIDHI PARWAL	Upto 12,500	5,50,000	Public
35	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
36	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
37	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
	TOTAL	Upto 68,95,000	30,33,80,000	

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

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant date**” for determining the floor price for the Preferential Issue of the Warrants convertible into Equity Shares is **Monday, 03rd February, 2025**, being the date 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting (“**Relevant Date**”) held on **Wednesday, 05th March, 2025**.

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

- An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the Warrants to subscribe to the Equity Shares, at any time within 18 (eighteen) months from the date of allotment of the Warrant (“**Warrant Exercise Period**”);
- The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares;
- The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- The Warrants in respect of which the entire Warrant Exercise Price has been paid, may be exercised by the Investor(s), in one or more tranches, at any time on or before the expiry of Warrant Exercise Period by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in the dematerialized form.
- The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

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- (g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (h) The Equity Shares arising from the exercise of the Warrants will be listed on the National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals;
- (i) In the event the rights attached to the Warrants are not exercised within the Warrant Exercise Period, then such Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

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

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

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

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

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

Item No(s). 2 & 3

The Board of Directors of the Company at their meeting held on Monday, 03rd February, 2025 have proposed to issue Equity Shares and Warrants convertible into Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also in the explanatory statement.

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

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

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

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

a. The Object of Preferential Issue:

The proceeds of the Preferential Issue including Equity Shares and Warrants convertible into Equity will be utilized for any one or in combination with any one or more of the purposes such as:

1. To meet working capital requirements of the Company-Not Less than Rs. 29,26,00,000/-
2. Reduction of working capital borrowings, term loan repayment or /and any other outstanding debt – Not less than Rs. 2,09,00,000/-
3. To meet the long-term fund requirements of the Company, for expansion of business- Not less than Rs. 2,09,00,000/-
4. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company- Upto Rs. 8,36,00,000/-.

Any amount in excess unutilized portion of the receipt under general corporate purpose will be utilized by the Company for meeting its working capital requirement.

b. The Total number of securities, kind of securities and price at which security is being offered:

Issuance of 26,05,000 (Twenty-Six Lakh Five Thousand) fully paid-up Equity Shares of the Company of face value of 10/- for cash at a price of Rs. 44/- (Rupees Forty-Four only) each including premium of ₹34/- (Rupees Thirty-Four only).

Issuance of 68,95,000 (Sixty-Eight Lakh Ninety-Five Thousand) warrants each carrying a right to subscribe to 1 equity shares of the Company at an issue price of ₹ 44/- per warrant, including premium of ₹34/- per warrant, on a preferential basis.

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

Equity Shares Allottee

S. No.	Name of Proposed allottee	No of equity shares to be issued	Total Consideration (₹)	Category
1	PG FOILS LIMITED	Upto 2,00,000	88,00,000	Public
2	BHANWAR LAL SONI HUF	Upto 1,50,000	66,00,000	Public
3	GAURAV TIBREWAL	Upto 1,50,000	66,00,000	Public
4	MUKESH KUMAR (HUF)	Upto 1,27,000	55,88,000	Public
5	UMESH MALANI	Upto 1,25,000	55,00,000	Public
6	VIMAL KISHORE PARWAL HUF	Upto 2,05,000	90,20,000	Public
7	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
8	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
9	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
10	ABHISHEK CHHAJED JAIN	Upto 69,500	30,58,000	Public
11	BHARAT TAPARIA	Upto 69,450	30,55,800	Public
12	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
13	SHRUTI LOYALKA	Upto 55,500	24,42,000	Public
14	NIDHI BANSAL	Upto 55,500	24,42,000	Public
15	RASHMI JIGNESH SANGOI	Upto 55,500	24,42,000	Public
16	PIPADA SUNIKET SANTOSH	Upto 55,500	24,42,000	Public
17	S J DATAMATICS PVT LTD	Upto 55,500	24,42,000	Public
18	SHILPI PARWAL	Upto 50,000	22,00,000	Public
19	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
20	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public
21	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
22	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
23	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
24	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
25	VIKAS ARORA	Upto 50,000	22,00,000	Public
26	M SHIKAR HUF	Upto 50,000	22,00,000	Public
27	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
28	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
29	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
30	EKTA SATISH CHOUDHARY	Upto 27,750	12,21,000	Public
31	RENU BHANDARI	Upto 27,750	12,21,000	Public
32	KARUNA DISTRIBUTORS PRIVATE LIMITED	Upto 27,750	12,21,000	Public
33	SIDDHI SABOO	Upto 27,750	12,21,000	Public
34	PREM SONI	Upto 27,750	12,21,000	Public
35	DIVIT BERIA	Upto 25,000	11,00,000	Public
36	VARSHA CHUGH	Upto 25,000	11,00,000	Public
37	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
38	USHA AGRAWAL	Upto 20,000	8,80,000	Public
39	NEHA MAHESHWARI	Upto 13,900	6,11,600	Public
40	REETESH KUMAR PORWAL	Upto 13,900	6,11,600	Public
41	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public

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42	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
43	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
44	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
45	NIDHI PARWAL	Upto 12,500	5,50,000	Public
46	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
47	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
48	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
	TOTAL	Upto 26,05,000	11,46,20,000	

Warrant Allottees

S. No.	Name of Warrant Allottees	No. of Convertible Warrants to be issued	Total Consideration (₹)	Category
1	ANUJ MUNDHRA	Upto 20,00,000	8,80,00,000	Promoter Group
2	SUBHASH PHOOTARMAL RATHOD	Upto 10,00,000	4,40,00,000	Public
3	SAHI LOGISTICS & INFRA PRIVATE LIMITED	Upto 10,00,000	4,40,00,000	Public
4	SUNITA DEVI MUNDHRA	Upto 10,00,000	4,40,00,000	Promoter Group
5	PG FOILS LIMITED	Upto 2,00,000	88,00,000	Public
6	BHANWAR LAL SONI HUF	Upto 1,50,000	66,00,000	Public
7	GAURAV TIBREWAL	Upto 1,50,000	66,00,000	Public
8	UMESH MALANI	Upto 1,25,000	55,00,000	Public
9	VIMAL KISHORE PARWAL HUF	Upto 2,05,000	90,20,000	Public
10	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
11	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
12	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
13	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
14	SHILPI PARWAL	Upto 50,000	22,00,000	Public
15	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
16	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public
17	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
18	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
19	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
20	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
21	VIKAS ARORA	Upto 50,000	22,00,000	Public
22	M SHIKAR HUF	Upto 50,000	22,00,000	Public
23	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
24	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
25	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
26	DIVIT BERIA	Upto 25,000	11,00,000	Public
27	VARSHA CHUGH	Upto 25,000	11,00,000	Public
28	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
29	USHA AGRAWAL	Upto 20,000	8,80,000	Public
30	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
31	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
32	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
33	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
34	NIDHI PARWAL	Upto 12,500	5,50,000	Public
35	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
36	SUJATA KULKARNI	Upto 7,500	3,30,000	Public

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37	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
	TOTAL	Upto 68,95,000	30,33,80,000	

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

The Board of Directors of the Company at their meeting held on Monday, 03rd February, 2025 proposed to issue and allot

- 26,05,000 Equity Shares of face value of ₹ 10/- at a price of ₹ 44/- (Rupees Forty-Four only) each including premium of ₹ 34/- (Rupees Thirty-Four only) per share aggregating to not more than ₹ 11,46,20,000/- (Rupees Eleven Crore Forty-Six Thousand Two Hundred only); and
- 68,95,000 Warrants convertible into 1 (One) Equity share of face value of ₹ 10/- at a price of ₹ 44/- (Rupees Forty-Four only) including premium of ₹ 34/- (Rupees Thirty-Four only) per share aggregating to not more than ₹ 30,33,80,000/- (Rupees Thirty Crore Thirty-Three Lakhs Eighty Thousand only) to the proposed allottees.

The price of each Equity Shares and Warrants convertible into Equity shares is fixed at ₹ 44/- (Rupees Forty-Four only) per share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date.

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

The Equity Shares of Company are listed on National Stock Exchange of India Limited ("NSE"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Trading data of NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations.

In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price shall be the higher of the price determined through following methods:

a) In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- The 90 trading days' volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. ₹ 39.71/- per Equity Share; or
- the 10 trading days' volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. ₹ 43.74/- per Equity Share;

Further, as per Regulation 164(4) of SEBI ICDR Regulations, preferential issue of Equity Shares to Qualified Institutional Buyers shall be made at a price not less than the 10 trading days' volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. ₹ 43.74/- per Equity Share.

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

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is Rs. 43.74 (Rupees Forty-Three Rupees and Seventy-Four paise only) per Equity Share being higher of the above two prices.

b) The price determined through Valuation report of Mr. Ankit Kumar Jain, Registered Valuer -Registration Number: (IBBI Registration No.: IBBI/RV/06/2020/13050) i.e., Rs. 43.74/- per Equity Share. The said report has been hosted on the website of the company which can be accessed at <https://www.nandanicreation.com/docs/investors/valuation-report-dated-03-02-2025.pdf>

Accordingly, the floor price in terms of SEBI ICDR Regulations is Rs. 43.74 per Equity Share which has been rounded off to Rs. 44/- per equity share. The issue price is ₹ 44/- which is not less than the minimum price determined in accordance with the applicable provisions of ICDR Regulations.

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

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares and Warrant convertible into equal number of Equity Shares of the face value ₹ 10 each to be issued, is being **Monday, 03rd February, 2025** i.e. 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) i.e. **Wednesday, 05th March, 2025**.

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

The Company proposes to raise ₹ 11,46,20,000/- (Rupees Eleven Crore Forty-Six Thousand Two Hundred Only) from the issue of Equity Shares and ₹ 30,33,80,000/- (Rupees Thirty Crore Thirty-Three Lakhs Eighty Thousand only) from issue of Warrants. Hence, Total aggregating to ₹ 41,80,00,000/- (Rupees Forty-One Crore Eighty Lakhs only) from the present issue.

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

Following are the persons, from amongst List of Allottees, who belong to Promoter Group of the Company who intend to subscribe to the Equity Shares under the Preferential Issue:

S No.	Name of Proposed Allottees	Category	No. of warrants to be issued	Total Consideration (Rs.)	Designation/Directorship
1	ANUJ MUNDHRA	Promoter Group	20,00,000	8,80,00,000	Managing Director
2	SUNITA DEVI MUNDHRA	Promoter Group	10,00,000	4,40,00,000	Whole-Time Director

Apart from above proposed promoter's & Director's name mentioned above none of the other promoters, Directors or Key Managerial Personnel intends to subscribe to this Preferential Issue of Equity Shares and warrants convertible into Equity Shares.

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

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

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

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

k. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

However, the hereby Company undertakes as follows: -

1. The Company shall re-compute the price of the Equity Shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI ICDR Regulations where it is required to do so.

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2. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

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

NA

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

The Company has not made any preferential allotment during the year.

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

S. No.	Name of Proposed allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1	PG FOILS LIMITED	Non-Promoter	Non-Promoter
2	BHANWAR LAL SONI HUF	Non-Promoter	Non-Promoter
3	GAURAV TIBREWAL	Non-Promoter	Non-Promoter
4	MUKESH KUMAR (HUF)	Non-Promoter	Non-Promoter
5	UMESH MALANI	Non-Promoter	Non-Promoter
6	VIMAL KISHORE PARWAL HUF	Non-Promoter	Non-Promoter
7	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Non-Promoter	Non-Promoter
8	MRIDUL AGARWAL	Non-Promoter	Non-Promoter
9	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Non-Promoter	Non-Promoter
10	ABHISHEK CHHAJED JAIN	Non-Promoter	Non-Promoter
11	BHARAT TAPARIA	Non-Promoter	Non-Promoter
12	SHRENIK SANJAY KASWA	Non-Promoter	Non-Promoter
13	SHRUTI LOYALKA	Non-Promoter	Non-Promoter
14	NIDHI BANSAL	Non-Promoter	Non-Promoter
15	RASHMI JIGNESH SANGOI	Non-Promoter	Non-Promoter
16	PIPADA SUNIKET SANTOSH	Non-Promoter	Non-Promoter
17	S J DATAMATICS PVT LTD	Non-Promoter	Non-Promoter
18	SHILPI PARWAL	Non-Promoter	Non-Promoter
19	MILIND BHAGCHAND BAFNA	Non-Promoter	Non-Promoter
20	YBRA VENTURES LLP	Non-Promoter	Non-Promoter
21	SUNIL KUMAR BAGARIA	Non-Promoter	Non-Promoter
22	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	Non-Promoter
23	CHIRAGSALA SALES PVT LTD	Non-Promoter	Non-Promoter
24	MANAK CHAND DAGA	Non-Promoter	Non-Promoter
25	VIKAS ARORA	Non-Promoter	Non-Promoter
26	M SHIKAR HUF	Non-Promoter	Non-Promoter
27	NOOR MOHAMMAD	Non-Promoter	Non-Promoter
28	TARU LALITKUMAR GANDHI	Non-Promoter	Non-Promoter
29	ANURAG LOHIYA	Non-Promoter	Non-Promoter
30	EKTA SATISH CHOUDHARY	Non-Promoter	Non-Promoter
31	RENU BHANDARI	Non-Promoter	Non-Promoter
32	KARUNA DISTRIBUTORS PRIVATE	Non-Promoter	Non-Promoter

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	LIMITED		
33	SIDDHI SABOO	Non-Promoter	Non-Promoter
34	PREM SONI	Non-Promoter	Non-Promoter
35	DIVIT BERIA	Non-Promoter	Non-Promoter
36	VARSHA CHUGH	Non-Promoter	Non-Promoter
37	SANGEETA GATTANI	Non-Promoter	Non-Promoter
38	USHA AGRAWAL	Non-Promoter	Non-Promoter
39	NEHA MAHESHWARI	Non-Promoter	Non-Promoter
40	REETESH KUMAR PORWAL	Non-Promoter	Non-Promoter
41	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	Non-Promoter
42	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	Non-Promoter
43	VINITA GOLECHHA	Non-Promoter	Non-Promoter
44	SALONI RAMRATAN CHIRANIA	Non-Promoter	Non-Promoter
45	NIDHI PARWAL	Non-Promoter	Non-Promoter
46	PALAK NILESHBHAI SHAH	Non-Promoter	Non-Promoter
47	SUJATA KULKARNI	Non-Promoter	Non-Promoter
48	NIVEDITA BHORKAR	Non-Promoter	Non-Promoter

S. No.	Name of Proposed Warrant allottee	Current Status of the Proposed Warrant Allottee	Proposed Status of the Proposed Warrant Allottee post the preferential issue
1	ANUJ MUNDHRA	Promoter Group	Promoter Group
2	SUBHASH PHOOTARMAL RATHOD	Non-Promoter	Non-Promoter
3	SAHI LOGISTICS & INFRA PRIVATE LIMITED	Non-Promoter	Non-Promoter
4	SUNITA DEVI MUNDHRA	Promoter Group	Promoter Group
5	PG FOILS LIMITED	Non-Promoter	Non-Promoter
6	BHANWAR LAL SONI HUF	Non-Promoter	Non-Promoter
7	GAURAV TIBREWAL	Non-Promoter	Non-Promoter
8	UMESH MALANI	Non-Promoter	Non-Promoter
9	VIMAL KISHORE PARWAL HUF	Non-Promoter	Non-Promoter
10	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	Non-Promoter
11	MRIDUL AGARWAL	Non-Promoter	Non-Promoter
12	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Non-Promoter	Non-Promoter
13	SHRENIK SANJAY KASWA	Non-Promoter	Non-Promoter
14	SHILPI PARWAL	Non-Promoter	Non-Promoter
15	MILIND BHAGCHAND BAFNA	Non-Promoter	Non-Promoter
16	YBRA VENTURES LLP	Non-Promoter	Non-Promoter
17	SUNIL KUMAR BAGARIA	Non-Promoter	Non-Promoter
18	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	Non-Promoter
19	CHIRAGSALA SALES PVT LTD	Non-Promoter	Non-Promoter
20	MANAK CHAND DAGA	Non-Promoter	Non-Promoter
21	VIKAS ARORA	Non-Promoter	Non-Promoter
22	M SHIKAR HUF	Non-Promoter	Non-Promoter
23	NOOR MOHAMMAD	Non-Promoter	Non-Promoter
24	TARU LALITKUMAR GANDHI	Non-Promoter	Non-Promoter
25	ANURAG LOHIYA	Non-Promoter	Non-Promoter
26	DIVIT BERIA	Non-Promoter	Non-Promoter
27	VARSHA CHUGH	Non-Promoter	Non-Promoter
28	SANGEETA GATTANI	Non-Promoter	Non-Promoter

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29	USHA AGRAWAL	Non-Promoter	Non-Promoter
30	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	Non-Promoter
31	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	Non-Promoter
32	VINITA GOLECHHA	Non-Promoter	Non-Promoter
33	SALONI RAMRATAN CHIRANIA	Non-Promoter	Non-Promoter
34	NIDHI PARWAL	Non-Promoter	Non-Promoter
35	PALAK NILESHBHAI SHAH	Non-Promoter	Non-Promoter
36	SUJATA KULKARNI	Non-Promoter	Non-Promoter
37	NIVEDITA BHORKAR	Non-Promoter	Non-Promoter

o. Lock-in Period:

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

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

p. Listing:

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

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

Sr. No.	Name of the proposed allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*)
Equity Shares			
1	PG FOILS LIMITED	Non Promoter-Public	Not Applicable since, the Allottee is the Listed Company (As per Regulation 163 (1) (f) of SEBI (ICDR) Regulations, 2018
2	BHANWAR LAL SONI HUF	Non Promoter-Public	1. Bhanwar lal
3	GAURAV TIBREWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
4	MUKESH KUMAR (HUF)	Non Promoter-Public	1. Mukesh Kumar Gupta 2. Sarthak Gupta
5	UMESH MALANI	Non Promoter-Public	Not Applicable, as the allottee is an individual
6	VIMAL KISHORE PARWAL HUF	Non Promoter-Public	1. Vimal Kishore Parwal
7	SANGHVI INFRA	Non Promoter-Public	1. Chaya Sanghvi 2. Ramesh Chandra Sanghvi 3. Sona Sanghvi 4. Rashmi Sanghvi 5. Hitesh Kumar Sanghvi 6. Kavitha Sanghvi 7. Yogesh Sanghvi 8. Vijay Kumar Sanghvi
8	MRIDUL AGARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual

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9	AADISHAKTI STEELS	Non Promoter-Public	1. Binit Kedia 2. Khusboo Agarwal 3. Puran mal Agarwal
10	ABHISHEK CHHAJED JAIN	Non Promoter-Public	Not Applicable, as the allottee is an individual
11	BHARAT TAPARIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
12	SHRENIK SANJAY KASWA	Non Promoter-Public	Not Applicable, as the allottee is an individual
13	SHRUTI LOYALKA	Non Promoter-Public	Not Applicable, as the allottee is an individual
14	NIDHI BANSAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
15	RASHMI JIGNESH SANGOI	Non Promoter-Public	Not Applicable, as the allottee is an individual
16	PIPADA SUNIKET SANTOSH	Non Promoter-Public	Not Applicable, as the allottee is an individual
17	S J DATAMATICS PVT LTD	Non Promoter-Public	1. Jay Prakash Somani 2. Shyama Jhawar
18	SHILPI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
19	MILIND BHAGCHAND BAFNA	Non Promoter-Public	Not Applicable, as the allottee is an individual
20	YBRA VENTURES LLP	Non Promoter-Public	1. Rekha J Agal 2. Yogita Bhandari
21	SUNIL KUMAR BAGARIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
22	FREE INDIA ASSURANCE SERVICES LIMITED	Non Promoter-Public	1. Gyanchand Surajmal Mehta 2. Pushpa Gyanchand Mehta 3. Shradha Manish Mehta
23	CHIRAGSALA SALES PVT LTD	Non Promoter-Public	1. Binod Kumar Agarwal 2. Rishi Prasad Agarwal 3. Sunita Agarwal 4. Arun Kumar Agarwal 5. Shiv Kumar Agarwal 6. Jagdish Prasad Agarwal 7. Usha Agarwal 8. Kamala Agarwal 9. Iswar Singh Dhull 10. Seema Agarwal
24	MANAK CHAND DAGA	Non Promoter-Public	Not Applicable, as the allottee is an individual
25	VIKAS ARORA	Non Promoter-Public	Not Applicable, as the allottee is an individual
26	M SHIKAR HUF	Non Promoter-Public	1. M Shikar 2. S S Seema
27	NOOR MOHAMMAD	Non Promoter-Public	Not Applicable, as the allottee is an individual
28	TARU LALITKUMAR GANDHI	Non Promoter-Public	Not Applicable, as the allottee is an individual
29	ANURAG LOHIYA	Non Promoter-Public	Not Applicable, as the allottee is an individual
30	EKTA SATISH CHOUDHARY	Non Promoter-Public	Not Applicable, as the allottee is an individual

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31	RENU BHANDARI	Non Promoter-Public	Not Applicable, as the allottee is an individual
32	KARUNA DISTRIBUTORS PRIVATE LIMITED	Non Promoter-Public	1. Umashankar Jhanwar 2. Mahadev Prasad Jhanwar
33	SIDDHI SABOO	Non Promoter-Public	Not Applicable, as the allottee is an individual
34	PREM SONI	Non Promoter-Public	Not Applicable, as the allottee is an individual
35	DIVIT BERIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
36	VARSHA CHUGH	Non Promoter-Public	Not Applicable, as the allottee is an individual
37	SANGEETA GATTANI	Non Promoter-Public	Not Applicable, as the allottee is an individual
38	USHA AGRAWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
39	NEHA MAHESHWARI	Non Promoter-Public	Not Applicable, as the allottee is an individual
40	REETESH KUMAR PORWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
41	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non Promoter-Public	Not Applicable, as the allottee is an individual
42	KAVITA VIVEKANANDA BAGADIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
43	VINITA GOLECHHA	Non Promoter-Public	Not Applicable, as the allottee is an individual
44	SALONI RAMRATAN CHIRANIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
45	NIDHI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
46	PALAK NILESHBHAI SHAH	Non Promoter-Public	Not Applicable, as the allottee is an individual
47	SUJATA KULKARNI	Non Promoter-Public	Not Applicable, as the allottee is an individual
48	NIVEDITA BHORKAR	Non Promoter-Public	Not Applicable, as the allottee is an individual

Sr. No.	Name of the proposed warrant allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed Allottees (*)
Warrants convertible into equal number of Equity Shares			
1	ANUJ MUNDHRA	Promoter Group	Not Applicable, as the allottee is an individual
2	SUBHASH PHOOTARMAL RATHOD	Non Promoter-Public	Not Applicable, as the allottee is an individual
3	SAHI LOGISTICS & INFRA PRIVATE LIMITED	Non Promoter-Public	1. Subhash Phootarmal Rathod 2. Mrs. Mangla Subhash Rathod 3. Mr. Saajan Subhash Rathod
4	SUNITA DEVI MUNDHRA	Promoter Group	Not Applicable, as the allottee is an individual
5	PG FOILS LIMITED	Non Promoter-Public	Not Applicable since, the Allottee is the Listed Company (As per

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			Regulation 163 (1) (f) of SEBI (ICDR) Regulations, 2018
6	BHANWAR LAL SONI HUF	Non Promoter-Public	1. Bhanwar Lal
7	GAURAV TIBREWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
8	UMESH MALANI	Non Promoter-Public	Not Applicable, as the allottee is an individual
9	VIMAL KISHORE PARWAL HUF	Non Promoter-Public	1. Vimal Kishore Parwal
10	SANGHVI INFRA	Non Promoter-Public	1. Chaya Sanghvi 2. Ramesh Chandra Sanghvi 3. Sona Sanghvi 4. Rashmi Sanghvi 5. Hitesh Kumar Sanghvi 6. Kavitha Sanghvi 7. Yogesh Sanghvi 8. Vijay Kumar Sanghvi
11	MRIDUL AGARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
12	AADISHAKTI STEELS	Non Promoter-Public	1. Mr. Binit Kedia 2. Mrs. Khusboo Agarwal 3. Mr. Puran mal Agarwal
13	SHRENIK SANJAY KASWA	Non Promoter-Public	Not Applicable, as the allottee is an individual
14	SHILPI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
15	MILIND BHAGCHAND BAFNA	Non Promoter-Public	Not Applicable, as the allottee is an individual
16	YBRA VENTURES LLP	Non Promoter-Public	1. Rekha Agal 2. Yogita Bhandari
17	SUNIL KUMAR BAGARIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
18	FREE INDIA ASSURANCE SERVICES LIMITED	Non Promoter-Public	1. Gyanchand Surajmal Mehta 2. Pushpa Gyanchand Mehta 3. Shradha Manish Mehta
19	CHIRAGSALA SALES PVT LTD	Non Promoter-Public	1. Binod Kumar Agarwal 2. Rishi Prasad Agarwal 3. Sunita Agarwal 4. Arun Kumar Agarwal 5. Shiv Kumar Agarwal 6. Jagdish Prasad Agarwal 7. Usha Agarwal 8. Kamala Agarwal 9. Iswar Singh Dhull 10. Seema Agarwal
20	MANAK CHAND DAGA	Non Promoter-Public	Not Applicable, as the allottee is an individual
21	VIKAS ARORA	Non Promoter-Public	Not Applicable, as the allottee is an individual
22	M SHIKAR HUF	Non Promoter-Public	1. M Shikar 2. S S Seema
23	NOOR MOHAMMAD	Non Promoter-Public	Not Applicable, as the allottee is an individual
24	TARU LALITKUMAR GANDHI	Non Promoter-Public	Not Applicable, as the allottee is an individual
25	ANURAG LOHIYA	Non Promoter-Public	Not Applicable, as the allottee is an individual

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26	DIVIT BERIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
27	VARSHA CHUGH	Non Promoter-Public	Not Applicable, as the allottee is an individual
28	SANGEETA GATTANI	Non Promoter-Public	Not Applicable, as the allottee is an individual
29	USHA AGRAWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
30	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non Promoter-Public	Not Applicable, as the allottee is an individual
31	KAVITA VIVEKANANDA BAGADIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
32	VINITA GOLECHHA	Non Promoter-Public	Not Applicable, as the allottee is an individual
33	SALONI RAMRATAN CHIRANIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
34	NIDHI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
35	PALAK NILESHBHAI SHAH	Non Promoter-Public	Not Applicable, as the allottee is an individual
36	SUJATA KULKARNI	Non Promoter-Public	Not Applicable, as the allottee is an individual
37	NIVEDITA BHORKAR	Non Promoter-Public	Not Applicable, as the allottee is an individual

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

Sr No	Name of Proposed Allottee	Category	Pre-Preferential holding		No. of Equity Shares to be allotted	Post-Preferential Holding*	
			No. of shares	%		No. of shares	%
1	PG FOILS LIMITED	Non-Promoter	0	0.00%	2,00,000	2,00,000	1.01%
2	BHANWAR LAL SONI HUF	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.76%
3	GAURAV TIBREWAL	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.76%
4	MUKESH KUMAR (HUF)	Non-Promoter	0	0.00%	1,27,000	1,27,000	0.64%
5	UMESH MALANI	Non-Promoter	0	0.00%	1,25,000	1,25,000	0.63%
6	VIMAL KISHORE PARWAL HUF	Non-Promoter	0	0.00%	2,05,000	2,05,000	1.03%
7	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.50%
8	MRIDUL AGARWAL	Non-Promoter	0	0.00%	75,000	75,000	0.38%
9	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khushboo Agarwal and Puran Mal Agarwal)	Non-Promoter	0	0.00%	75,000	75,000	0.38%

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10	ABHISHEK CHHAJED JAIN	Non-Promoter	0	0.00%	69,500	69,500	0.35%
11	BHARAT TAPARIA	Non-Promoter	0	0.00%	69,450	69,450	0.35%
12	SHRENIK SANJAY KASWA	Non-Promoter	9000	0.05%	62,500	71,500	0.36%
13	SHRUTI LOYALKA	Non-Promoter	0	0.00%	55,500	55,500	0.28%
14	NIDHI BANSAL	Non-Promoter	0	0.00%	55,500	55,500	0.28%
15	RASHMI JIGNESH SANGOI	Non-Promoter	0	0.00%	55,500	55,500	0.28%
16	PIPADA SUNIKET SANTOSH	Non-Promoter	0	0.00%	55,500	55,500	0.28%
17	S J DATAMATICS PVT LTD	Non-Promoter	1013	0.01%	55,500	56,513	0.28%
18	SHILPI PARWAL	Non-Promoter	0	0.00%	50,000	50,000	0.25%
19	MILIND BHAGCHAND BAFNA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
20	YBRA VENTURES LLP	Non-Promoter	0	0.00%	50,000	50,000	0.25%
21	SUNIL KUMAR BAGARIA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
22	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	0	0.00%	50,000	50,000	0.25%
23	CHIRAGSALA SALES PVT LTD	Non-Promoter	1	0.00%	50,000	50,001	0.25%
24	MANAK CHAND DAGA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
25	VIKAS ARORA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
26	M SHIKAR HUF	Non-Promoter	0	0.00%	50,000	50,000	0.25%
27	NOOR MOHAMMAD	Non-Promoter	1459	0.01%	50,000	51,459	0.26%
28	TARU LALITKUMAR GANDHI	Non-Promoter	0	0.00%	42,500	42,500	0.21%
29	ANURAG LOHIYA	Non-Promoter	0	0.00%	30,000	30,000	0.15%
30	EKTA SATISH CHOUDHARY	Non-Promoter	0	0.00%	27,750	27,750	0.14%
31	RENU BHANDARI	Non-Promoter	0	0.00%	27,750	27,750	0.14%
32	KARUNA DISTRIBUTORS PRIVATE LIMITED	Non-Promoter	3000	0.02%	27,750	30,750	0.15%
33	SIDDHI SABOO	Non-Promoter	0	0.00%	27,750	27,750	0.14%
34	PREM SONI	Non-Promoter	0	0.00%	27,750	27,750	0.14%
35	DIVIT BERIA	Non-Promoter	0	0.00%	25,000	25,000	0.13%
36	VARSHA CHUGH	Non-Promoter	0	0.00%	25,000	25,000	0.13%
37	SANGEETA GATTANI	Non-	0	0.00%	25,000	25,000	0.13%

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		Promoter					
38	USHA AGRAWAL	Non-Promoter	0	0.00%	20,000	20,000	0.10%
39	NEHA MAHESHWARI	Non-Promoter	900	0.01%	13,900	14,800	0.07%
40	REETESH KUMAR PORWAL	Non-Promoter	3050	0.02%	13,900	16,950	0.09%
41	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	0	0.00%	12,500	12,500	0.06%
42	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	0	0.00%	12,500	12,500	0.06%
43	VINITA GOLECHHA	Non-Promoter	0	0.00%	12,500	12,500	0.06%
44	SALONI RAMRATAN CHIRANIA	Non-Promoter	0	0.00%	12,500	12,500	0.06%
45	NIDHI PARWAL	Non-Promoter	0	0.00%	12,500	12,500	0.06%
46	PALAK NILESHBHAI SHAH	Non-Promoter	0	0.00%	7,500	7,500	0.04%
47	SUJATA KULKARNI	Non-Promoter	0	0.00%	7,500	7,500	0.04%
48	NIVEDITA BHORKAR	Non-Promoter	0	0.00%	7,500	7,500	0.04%

*Assuming allotment of 26,05,000 equity shares

Sr No	Name of Proposed Allottee	Category	Pre-Preferential holding		No. of Equity Shares to be allotted	Post-Preferential Holding*	
			No. of shares	%		No. of shares	%
Warrants convertible into equal number of Equity Shares							
1	ANUJ MUNDHRA	Promoter Group	4088125	23.68%	20,00,000	60,88,125	25.20%
2	SUBHASH PHOOTARMAL RATHOD	Non-Promoter	0	0.00%	10,00,000	10,00,000	4.14%
3	SAHI LOGISTICS & INFRA PRIVATE LIMITED	Non-Promoter	0	0.00%	10,00,000	10,00,000	4.14%
4	SUNITA DEVI MUNDHRA	Promoter Group	1451129	8.41%	10,00,000	24,51,129	10.15%
5	PG FOILS LIMITED	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.83%
6	BHANWAR LAL SONI HUF	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.62%
7	GAURAV TIBREWAL	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.62%
8	UMESH MALANI	Non-Promoter	0	0.00%	1,25,000	1,25,000	0.52%
9	VIMAL KISHORE PARWAL HUF	Non-Promoter	0	0.00%	2,05,000	2,05,000	0.85%
10	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.41%

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11	MRIDUL AGARWAL	Non-Promoter	0	0.00%	75,000	75,000	0.31%
12	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Non-Promoter	0	0.00%	75,000	75,000	0.31%
13	SHRENIK SANJAY KASWA	Non-Promoter	9000	0.05%	62,500	71,500	0.31%
14	SHILPI PARWAL	Non-Promoter	0	0.00%	50,000	50,000	0.21%
15	MILIND BHAGCHAND BAFNA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
16	YBRA VENTURES LLP	Non-Promoter	0	0.00%	50,000	50,000	0.21%
17	SUNIL KUMAR BAGARIA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
18	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	0	0.00%	50,000	50,000	0.21%
19	CHIRAGSALA SALES PVT LTD	Non-Promoter	1	0.00%	50,000	50,001	0.21%
20	MANAK CHAND DAGA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
21	VIKAS ARORA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
22	M SHIKAR HUF	Non-Promoter	0	0.00%	50,000	50,000	0.21%
23	NOOR MOHAMMAD	Non-Promoter	1459	0.01%	50,000	51,459	0.21%
24	TARU LALITKUMAR GANDHI	Non-Promoter	0	0.00%	42,500	42,500	0.18%
25	ANURAG LOHIYA	Non-Promoter	0	0.00%	30,000	30,000	0.12%
26	DIVIT BERIA	Non-Promoter	0	0.00%	25,000	25,000	0.10%
27	VARSHA CHUGH	Non-Promoter	0	0.00%	25,000	25,000	0.10%
28	SANGEETA GATTANI	Non-Promoter	0	0.00%	25,000	25,000	0.10%
29	USHA AGRAWAL	Non-Promoter	0	0.00%	20,000	20,000	0.08%
30	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	0	0.00%	12,500	12,500	0.05%
31	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	0	0.00%	12,500	12,500	0.05%
32	VINITA GOLECHHA	Non-Promoter	0	0.00%	12,500	12,500	0.05%
33	SALONI RAMRATAN CHIRANIA	Non-Promoter	0	0.00%	12,500	12,500	0.05%
34	NIDHI PARWAL	Non-Promoter	0	0.00%	12,500	12,500	0.05%
35	PALAK NILESHBHAI SHAH	Non-Promoter	0	0.00%	7,500	7,500	0.03%
36	SUJATA KULKARNI	Non-Promoter	0	0.00%	7,500	7,500	0.03%
37	NIVEDITA BHORKAR	Non-Promoter	0	0.00%	7,500	7,500	0.03%

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****Assuming conversion of 68,95,000 warrants into equity shares**

Sr No	Name of Allottee	Category	Pre- holding		No. of Equity Shares/warrants be allotted	Post-holding	
			No. of shares	%		No. of shares	%
1	ANUJ MUNDHRA	Promoter Group	40,88,125	23.68%	20,00,000	60,88,125	22.75%
2	SUBHASH PHOOTARMAL RATHOD	Non-Promoter	0	0.00%	10,00,000	10,00,000	3.74%
3	SAHI LOGISTICS & INFRA PRIVATE LIMITED	Non-Promoter	0	0.00%	10,00,000	10,00,000	3.74%
4	SUNITA DEVI MUNDHRA	Promoter Group	14,51,129	8.41%	10,00,000	24,51,129	9.16%
5	PG FOILS LIMITED	Non-Promoter	0	0.00%	4,00,000	4,00,000	1.49%
6	BHANWAR LAL SONI HUF	Non-Promoter	0	0.00%	3,00,000	3,00,000	1.12%
7	GAURAV TIBREWAL	Non-Promoter	0	0.00%	3,00,000	3,00,000	1.12%
8	UMESH MALANI	Non-Promoter	0	0.00%	2,50,000	2,50,000	0.93%
9	VIMAL KISHORE PARWAL HUF	Non-Promoter	0	0.00%	4,10,000	4,10,000	1.53%
10	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.75%
11	MRIDUL AGARWAL	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.56%
12	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.56%
13	MUKESH KUMAR (HUF)	Non-Promoter	0	0.00%	1,27,000	1,27,000	0.47%
14	SHRENIK SANJAY KASWA	Non-Promoter	9000	0.05%	1,25,000	1,34,000	0.50%
15	SHILPI PARWAL	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
16	MILIND BHAGCHAND BAFNA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
17	YBRA VENTURES LLP	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
18	SUNIL KUMAR BAGARIA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
19	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
20	CHIRAGSALA SALES PVT LTD	Non-Promoter	1	0.00%	1,00,000	1,00,001	0.37%
21	MANAK CHAND DAGA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
22	VIKAS ARORA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%

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23	M SHIKAR HUF	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
24	NOOR MOHAMMAD	Non-Promoter	1459	0.01%	1,00,000	1,01,459	0.38%
25	TARU LALITKUMAR GANDHI	Non-Promoter	0	0.00%	85,000	85,000	0.32%
26	ABHISHEK CHHAJED JAIN	Non-Promoter	0	0.00%	69,500	69,500	0.26%
27	BHARAT TAPARIA	Non-Promoter	0	0.00%	69,450	69,450	0.26%
28	ANURAG LOHIYA	Non-Promoter	0	0.00%	60,000	60,000	0.22%
29	SHRUTI LOYALKA	Non-Promoter	0	0.00%	55,500	55,500	0.21%
30	NIDHI BANSAL	Non-Promoter	0	0.00%	55,500	55,500	0.21%
31	RASHMI JIGNESH SANGOI	Non-Promoter	0	0.00%	55,500	55,500	0.21%
32	PIPADA SUNIKET SANTOSH	Non-Promoter	0	0.00%	55,500	55,500	0.21%
33	S J DATAMATICS PVT LTD	Non-Promoter	1013	0.01%	55,500	56,513	0.21%
34	DIVIT BERIA	Non-Promoter	0	0.00%	50,000	50,000	0.19%
35	VARSHA CHUGH	Non-Promoter	0	0.00%	50,000	50,000	0.19%
36	SANGEETA GATTANI	Non-Promoter	0	0.00%	50,000	50,000	0.19%
37	USHA AGRAWAL	Non-Promoter	0	0.00%	40,000	40,000	0.15%
38	EKTA SATISH CHOUDHARY	Non-Promoter	0	0.00%	27,750	27,750	0.10%
39	RENU BHANDARI	Non-Promoter	0	0.00%	27,750	27,750	0.10%
40	KARUNA DISTRIBUTORS PRIVATE LIMITED	Non-Promoter	3000	0.02%	27,750	30,750	0.11%
41	SIDDHI SABOO	Non-Promoter	0	0.00%	27,750	27,750	0.10%
42	PREM SONI	Non-Promoter	0	0.00%	27,750	27,750	0.10%
43	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	0	0.00%	25,000	25,000	0.09%
44	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	0	0.00%	25,000	25,000	0.09%
45	VINITA GOLECHHA	Non-Promoter	0	0.00%	25,000	25,000	0.09%
46	SALONI RAMRATAN CHIRANIA	Non-Promoter	0	0.00%	25,000	25,000	0.09%
47	NIDHI PARWAL	Non-Promoter	0	0.00%	25,000	25,000	0.09%
48	PALAK NILESHBHAI SHAH	Non-Promoter	0	0.00%	15,000	15,000	0.06%
49	SUJATA KULKARNI	Non-Promoter	0	0.00%	15,000	15,000	0.06%
50	NIVEDITA BHORKAR	Non-Promoter	0	0.00%	15,000	15,000	0.06%

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51	NEHA MAHESHWARI	Non-Promoter	900	0.01%	13,900	14,800	0.06%
52	REETESH KUMAR PORWAL	Non-Promoter	3050	0.02%	13,900	16,950	0.06%

****Assuming both allotment of 26,05,000 equity shares and conversion of 68,95,000 warrants into equity shares.

Note:

- There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.
- The Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e 1,72,61,606 Equity Shares of Rs. 10/- each for the calculation of Pre-Preferential shareholding of allottees.
- The post-issue capital is derived on the assumption that the 26,05,000 Equity Shares proposed to be allotted in the present issue will be so allotted and 68,95,000 warrants each carrying a right to subscribe to 1 equity shares will be allotted accordingly the post issue capital after this preferential issue will be 2,67,61,606 Equity Shares of face value of Rs. 10/- each.

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

Sr. No.	Category of shareholding	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern*	
		Total No. of shares	% of Total No. of shares	Total No. of shares	% of Total No. of shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	78,86,409	45.69%	1,08,86,409	40.68%
	Bodies Corporate	-	-	-	-
	Sub Total (A)(1)	78,86,409	45.69%	1,08,86,409	40.68%
2	Foreign				
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
(B)	Public Shareholdings				
1	Institution	4,67,734	2.71%	4,67,734	1.75%
	Sub Total (B)(1)	4,67,734	2.71%	4,67,734	1.75%
2	Non-Institutions				
	Individual	-	-	-	-
	a) Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	35,00,655	20.28%	35,73,455	13.35%
	b) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	37,62,936	21.80%	71,19,886	26.60%
	Any Other (Specify)				
	a) HUF	3,42,675	1.98%	12,79,675	4.78%
	b) Bodies Corporate	11,92,051	6.91%	33,25,301	12.43%

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	c) NRIs	66,848	0.38%	66,848	0.25%
	d) Clearing Members	38,323	0.22%	38,323	0.14%
	e) Unclaimed Suspense Account	3,975	0.02%	3,975	0.01%
	Sub Total (B)(2)	89,07,463	51.60%	1,54,07,463	57.57%
	Total Public Shareholding (B)=(B)(1)+(B)(2)	93,75,197	54.31%	1,58,75,197	59.32%
(C)	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	1,72,61,606	100.00%	2,67,61,606	100.00%

- Pre-preferential Shareholding pattern has been considered on the basis of Benpos dated January 31, 2025
- In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

t. Practicing Company Secretary's Certificate:

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

u. Principal terms of assets charged as securities:

Not applicable.

v. Change in control, if any, in the Company that would occur consequent to the preferential issue

There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

w. Other Disclosures:

- The Company is in compliance with the conditions of continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- Neither the Company nor any of its Directors and / or Promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters are fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the

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Special Resolution as set out in the accompanying notice for approval by the Members.

Mr. Anuj Mundhra and Mrs. Sunita Devi Mundhra, Directors and their immediate relatives in individual capacity, are interested in the resolution to the extent of the Equity shares/warrants convertible into Equity Shares proposed to be allotted to them. Except them None of the Director, Key Managerial Personnel and / or their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This Corrigendum is also being published in the English Language & Regional Language and will also be made available on website of the Stock Exchange and on the website of the Company at www.nandanicreation.com and on the website of CDSL at www.evotingindia.com.

Please Note:

-This Corrigendum to the EOGM Notice shall form an integral part of the EOGM Notice, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the EOGM Notice shall always be read in conjunction with this Corrigendum.

-Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EOGM Notice.

DATE: 27-02-2025 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	

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