

Nandani Creation Limited



SYMBOL: JAIPURKURT
ISIN: INE696V01013

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Bandra East, Mumbai-400 051

Dated: 11-02-2025

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations").

Respected Sir,

This is in furtherance to our intimation dated February 03, 2025 and Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended from time to time and other applicable provision(s), if any, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the company scheduled on **Wednesday, March 05, 2025 at 04:00 PM (IST)** through Video Conferencing/ Other Audio-Visual Means (VC/OAVM).

The Company has engaged the services of CDSL to provide remote e-Voting facility and E-voting facility during the EGM. The remote e-voting period will commence from **Saturday, March 01, 2025 at 9.00 A.M. and will ends on Tuesday, March 04, 2025 at 5.00 P.M.** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e. **Friday, February 26, 2025**, may cast their votes. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

Further, the Notice of the EGM is being sent through electronic mode to the members of the Company on the email addresses as registered with the Company /Registrar and Share Transfer Agent/ Depository Participant(s), in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

A copy of the Notice of the EGM is also being uploaded on the website of the Company i.e. www.nandanicreation.com

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

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

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

Encl: As above

CIN No.: L18101RJ2012PLC037976



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF NANDANI CREATION LIMITED WILL BE HELD ON **WEDNESDAY, 05th MARCH, 2025 AT 4.00 P.M. (IST)** THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NO 1:

INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 read with the rules framed thereunder (including any Statutory modification(s) or re- enactment(s) thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the basis of recommendation of the Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded for increase in the Authorized Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) consisting of 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Face Value of Rs.10/- (Rupees Ten Only) each to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) consisting of 2,80,00,000 (Two Crores and Eighty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each by the creation of an additional 1,00,00,000 (One Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

'V. The Authorized Share Capital of the Company is ₹ 28,00,00,000 (Rupees Twenty-Eight Crores Only) divided into 2,80,00,000 (Two Crore Eighty lacs) equity shares of ₹10/- (Rupees Ten only) each.'

RESOLVED FURTHER THAT the new shares shall rank pari passu to the existing shares in all respect, subject to all the provisions contained in the Memorandum and Articles of Association of the Company, including with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company for filing of necessary forms and documents with the relevant Regulatory and Statutory Authorities including Registrar of Companies and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company."

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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 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 1,00,000	44,00,000	Public
7	AMIT GARG	Upto 1,00,000	44,00,000	Public
8	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
9	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
10	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
11	ABHISHEK CHHAJED JAIN	Upto 69,500	30,58,000	Public
12	BHARAT TAPARIA	Upto 69,450	30,55,800	Public
13	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
14	SHRUTI LOYALKA	Upto 55,500	24,42,000	Public
15	NIDHI BANSAL	Upto 55,500	24,42,000	Public
16	RASHMI JIGNESH SANGOI	Upto 55,500	24,42,000	Public
17	PIPADA SUNIKET SANTOSH	Upto 55,500	24,42,000	Public
18	S J DATAMATICS PVT LTD	Upto 55,500	24,42,000	Public
19	SHILPI PARWAL	Upto 50,000	22,00,000	Public
20	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
21	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public

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22	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
23	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
24	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
25	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
26	VIKAS ARORA	Upto 50,000	22,00,000	Public
27	M SHIKAR HUF	Upto 50,000	22,00,000	Public
28	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
29	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
30	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
31	EKTA SATISH CHOUDHARY	Upto 27,750	12,21,000	Public
32	RENU BHANDARI	Upto 27,750	12,21,000	Public
33	KARUNA DISTRIBUTORS PRIVATE LIMITED	Upto 27,750	12,21,000	Public
34	SIDDHI SABOO	Upto 27,750	12,21,000	Public
35	PREM SONI	Upto 27,750	12,21,000	Public
36	DIVIT BERIA	Upto 25,000	11,00,000	Public
37	VARSHA CHUGH	Upto 25,000	11,00,000	Public
38	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
39	USHA AGRAWAL	Upto 20,000	8,80,000	Public
40	NEHA MAHESHWARI	Upto 13,900	6,11,600	Public
41	REETESH KUMAR PORWAL	Upto 13,900	6,11,600	Public
42	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
43	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
44	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
45	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
46	NIDHI PARWAL	Upto 12,500	5,50,000	Public
47	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
48	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
49	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
50	MANOJ HEDA	Upto 5,000	2,20,000	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.

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- g) 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 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

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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 1,00,000	44,00,000	Public
10	AMIT GARG	Upto 1,00,000	44,00,000	Public
11	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
12	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
13	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
14	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
15	SHILPI PARWAL	Upto 50,000	22,00,000	Public
16	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
17	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public
18	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
19	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
20	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
21	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
22	VIKAS ARORA	Upto 50,000	22,00,000	Public
23	M SHIKAR HUF	Upto 50,000	22,00,000	Public
24	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
25	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
26	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
27	DIVIT BERIA	Upto 25,000	11,00,000	Public
28	VARSHA CHUGH	Upto 25,000	11,00,000	Public
29	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
30	USHA AGRAWAL	Upto 20,000	8,80,000	Public
31	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
32	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
33	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
34	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
35	NIDHI PARWAL	Upto 12,500	5,50,000	Public
36	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
37	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
38	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
39	MANOJ HEDA	Upto 5,000	2,20,000	Public
	TOTAL	Upto 68,95,000	30,33,80,000	

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

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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:

- (a) 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**”);
- (b) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares;
- (c) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- (d) 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.
- (e) 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;
- (f) 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;
- (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,

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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.”

DATE: 03.02.2025 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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NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regard ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 1, 2 & 3 of the Notice is annexed hereto. The Board of Directors have considered and decided to include the said items as Special Business as it is in the interest of the Company.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. F-260, Road No.13, VKI Area, Jaipur, Rajasthan- 302013, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the EGM 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 EGM 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 under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by CDSL.
7. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice the date of EGM, i.e. Wednesday, 05th March, 2025. Members seeking inspection of the aforementioned documents can send an email to info@jaipurkurti.com. Members may note that the Notice will also be available on the Company's website www.nandanicreation.com websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
8. The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on Central Depository Services (India) Limited (CDSL) e-voting website at www.evotingindia.com.
9. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: info@jaipurkurti.com with a copy marked to helpdesk.evoting@cdslindia.com.
10. The Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners and registered e-mail IDs as received from the National Securities Depository Limited ("NSDL")/Central

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Depository Services (India) Limited ("CDSL") as on **Friday, 31st January, 2025**. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date of e-voting i.e. **Wednesday, 26th February, 2025** and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.

11. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their DEMAT account by following the procedure prescribed by the Depository Participant.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this EGM Notice will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
13. The Board of Directors has appointed M/s Manisha Godara and Associates, Practicing Company Secretary, Delhi (FCS 36531, CP 13570) Practicing Company Secretary as Scrutinizer to scrutinize the voting at the EGM and remote e-voting process, in a fair and transparent manner.
14. The remote e-voting period commences from **Saturday, 01st March, 2025 at 09.00 a.m. (IST) and ends on Tuesday, 04th March, 2025 at 05.00 p.m. (IST)**. During this period, members holding shares as on **Wednesday, 26th February, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting **after Tuesday, 04th March, 2025 at 05.00 p.m. (IST)**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cutoff date i.e. **Wednesday, 26th February, 2025**.
15. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions".
16. The Scrutinizer will submit his report to the Chairman and Managing Director or as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting process and e-voting at the EGM within 2 working days from the date of completion of said e-voting. The result of the voting will be announced by the Chairman and Managing Director or the Company Secretary of the Company consequently.

The result declared along with the Scrutinizer's Report will be forwarded to National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website www.nandanicreation.com and on the website of CDSL www.evotingindia.com immediately.

PROCEDURE FOR JOINING EGM THROUGH VC / OAVM:

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

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

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THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Saturday, 01st March, 2025 at 09.00 a.m. (IST) and ends on Tuesday, 04th March, 2025 at 5.00 p.m. (IST)** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Wednesday, 26th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

(vi) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the <Nandani Creation Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

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

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@jaipurkurti.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted 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 available during the EGM
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. 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 info@jaipurkurti.com.

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

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1, 2 & 3 of the accompanying Notice dated 3rd February, 2025.

ITEM NO. 1

Presently, the Authorized Share Capital of the Company is **₹ 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore and Eighty Lacs) Equity Shares** of Face Value of ₹10/- (Rupee Ten Only)

The members are informed that the Board of Directors of the Company ("Board") at its meeting held on 03rd February, 2025 has approved raising of funds subject to the approval of shareholders. Considering the proposed fund raising as mentioned above, the existing authorized capital of the Company will not be adequate. Further, to facilitate any future funding requirements of the Company, it is necessary that the Company has sufficient Authorized Share Capital, the Board at its Meeting held on 3rd February, 2025, had accorded its approval to increase the Authorized Share Capital from Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) consisting of 1,80,00,000 (One Crores and Eighty Lakh) Equity Shares of Face Value of Rs.10/-(Rupees Ten Only) each to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) consisting of 2,80,00,000 (Two Crores and Eighty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each subject to Shareholders approval.

The increase in Authorised Share Capital as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 1 of the Notice.

As per the provisions of Section 13 read with Section 61 of the Companies Act, 2013 and further read with Articles of Association of the Company, any increase in Authorised Share Capital and consequent amendment in Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution. Accordingly, approval of the members is being sought by way of an ordinary resolution.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the 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.

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.

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:

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a. The Object of Preferential Issue:

The proceeds of the Preferential Issue 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.
2. Reduction of working capital borrowings, term loan repayment or/and any other outstanding debt
3. To meet the long-term fund requirements of the Company, for expansion of business
4. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

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.

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 1,00,000	44,00,000	Public
7	AMIT GARG	Upto 1,00,000	44,00,000	Public
8	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghvi)	Upto 1,00,000	44,00,000	Public
9	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
10	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
11	ABHISHEK CHHAJED JAIN	Upto 69,500	30,58,000	Public
12	BHARAT TAPARIA	Upto 69,450	30,55,800	Public
13	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
14	SHRUTI LOYALKA	Upto 55,500	24,42,000	Public
15	NIDHI BANSAL	Upto 55,500	24,42,000	Public
16	RASHMI JIGNESH SANGOI	Upto 55,500	24,42,000	Public
17	PIPADA SUNIKET SANTOSH	Upto 55,500	24,42,000	Public
18	S J DATAMATICS PVT LTD	Upto 55,500	24,42,000	Public
19	SHILPI PARWAL	Upto 50,000	22,00,000	Public
20	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
21	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public
22	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
23	FREE INDIA ASSURANCE SERVICES LIMITED	Upto 50,000	22,00,000	Public
24	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
25	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
26	VIKAS ARORA	Upto 50,000	22,00,000	Public
27	M SHIKAR HUF	Upto 50,000	22,00,000	Public

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28	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
29	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
30	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
31	EKTA SATISH CHOUDHARY	Upto 27,750	12,21,000	Public
32	RENU BHANDARI	Upto 27,750	12,21,000	Public
33	KARUNA DISTRIBUTORS PRIVATE LIMITED	Upto 27,750	12,21,000	Public
34	SIDDHI SABOO	Upto 27,750	12,21,000	Public
35	PREM SONI	Upto 27,750	12,21,000	Public
36	DIVIT BERIA	Upto 25,000	11,00,000	Public
37	VARSHA CHUGH	Upto 25,000	11,00,000	Public
38	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
39	USHA AGRAWAL	Upto 20,000	8,80,000	Public
40	NEHA MAHESHWARI	Upto 13,900	6,11,600	Public
41	REETESH KUMAR PORWAL	Upto 13,900	6,11,600	Public
42	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
43	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
44	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
45	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
46	NIDHI PARWAL	Upto 12,500	5,50,000	Public
47	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
48	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
49	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
50	MANOJ HEDA	Upto 5,000	2,20,000	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 1,00,000	44,00,000	Public
10	AMIT GARG	Upto 1,00,000	44,00,000	Public
11	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Upto 1,00,000	44,00,000	Public
12	MRIDUL AGARWAL	Upto 75,000	33,00,000	Public
13	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Upto 75,000	33,00,000	Public
14	SHRENIK SANJAY KASWA	Upto 62,500	27,50,000	Public
15	SHILPI PARWAL	Upto 50,000	22,00,000	Public
16	MILIND BHAGCHAND BAFNA	Upto 50,000	22,00,000	Public
17	YBRA VENTURES LLP	Upto 50,000	22,00,000	Public
18	SUNIL KUMAR BAGARIA	Upto 50,000	22,00,000	Public
19	FREE INDIA ASSURANCE SERVICES	Upto 50,000	22,00,000	Public

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	LIMITED			
20	CHIRAGSALA SALES PVT LTD	Upto 50,000	22,00,000	Public
21	MANAK CHAND DAGA	Upto 50,000	22,00,000	Public
22	VIKAS ARORA	Upto 50,000	22,00,000	Public
23	M SHIKAR HUF	Upto 50,000	22,00,000	Public
24	NOOR MOHAMMAD	Upto 50,000	22,00,000	Public
25	TARU LALITKUMAR GANDHI	Upto 42,500	18,70,000	Public
26	ANURAG LOHIYA	Upto 30,000	13,20,000	Public
27	DIVIT BERIA	Upto 25,000	11,00,000	Public
28	VARSHA CHUGH	Upto 25,000	11,00,000	Public
29	SANGEETA GATTANI	Upto 25,000	11,00,000	Public
30	USHA AGRAWAL	Upto 20,000	8,80,000	Public
31	DIMPLEKUMARI BHAGWANDAS CHHAJER	Upto 12,500	5,50,000	Public
32	KAVITA VIVEKANANDA BAGADIA	Upto 12,500	5,50,000	Public
33	VINITA GOLECHHA	Upto 12,500	5,50,000	Public
34	SALONI RAMRATAN CHIRANIA	Upto 12,500	5,50,000	Public
35	NIDHI PARWAL	Upto 12,500	5,50,000	Public
36	PALAK NILESHBHAI SHAH	Upto 7,500	3,30,000	Public
37	SUJATA KULKARNI	Upto 7,500	3,30,000	Public
38	NIVEDITA BHORKAR	Upto 7,500	3,30,000	Public
39	MANOJ HEDA	Upto 5,000	2,20,000	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:

- 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:

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- 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.

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.)
1	ANUJ MUNDHRA	Promoter Group	20,00,000	8,80,00,000
2	SUNITA DEVI MUNDHRA	Promoter Group	10,00,000	4,40,00,000

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

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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.
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	AMIT GARG	Non-Promoter	Non-Promoter
8	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	Non-Promoter
9	MRIDUL AGARWAL	Non-Promoter	Non-Promoter
10	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Non-Promoter	Non-Promoter
11	ABHISHEK CHHAJED JAIN	Non-Promoter	Non-Promoter
12	BHARAT TAPARIA	Non-Promoter	Non-Promoter
13	SHRENIK SANJAY KASWA	Non-Promoter	Non-Promoter

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14	SHRUTI LOYALKA	Non-Promoter	Non-Promoter
15	NIDHI BANSAL	Non-Promoter	Non-Promoter
16	RASHMI JIGNESH SANGOI	Non-Promoter	Non-Promoter
17	PIPADA SUNIKET SANTOSH	Non-Promoter	Non-Promoter
18	S J DATAMATICS PVT LTD	Non-Promoter	Non-Promoter
19	SHILPI PARWAL	Non-Promoter	Non-Promoter
20	MILIND BHAGCHAND BAFNA	Non-Promoter	Non-Promoter
21	YBRA VENTURES LLP	Non-Promoter	Non-Promoter
22	SUNIL KUMAR BAGARIA	Non-Promoter	Non-Promoter
23	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	Non-Promoter
24	CHIRAGSALA SALES PVT LTD	Non-Promoter	Non-Promoter
25	MANAK CHAND DAGA	Non-Promoter	Non-Promoter
26	VIKAS ARORA	Non-Promoter	Non-Promoter
27	M SHIKAR HUF	Non-Promoter	Non-Promoter
28	NOOR MOHAMMAD	Non-Promoter	Non-Promoter
29	TARU LALITKUMAR GANDHI	Non-Promoter	Non-Promoter
30	ANURAG LOHIYA	Non-Promoter	Non-Promoter
31	EKTA SATISH CHOUDHARY	Non-Promoter	Non-Promoter
32	RENU BHANDARI	Non-Promoter	Non-Promoter
33	KARUNA DISTRIBUTORS PRIVATE LIMITED	Non-Promoter	Non-Promoter
34	SIDDHI SABOO	Non-Promoter	Non-Promoter
35	PREM SONI	Non-Promoter	Non-Promoter
36	DIVIT BERIA	Non-Promoter	Non-Promoter
37	VARSHA CHUGH	Non-Promoter	Non-Promoter
38	SANGEETA GATTANI	Non-Promoter	Non-Promoter
39	USHA AGRAWAL	Non-Promoter	Non-Promoter
40	NEHA MAHESHWARI	Non-Promoter	Non-Promoter
41	REETESH KUMAR PORWAL	Non-Promoter	Non-Promoter
42	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	Non-Promoter
43	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	Non-Promoter
44	VINITA GOLECHHA	Non-Promoter	Non-Promoter
45	SALONI RAMRATAN CHIRANIA	Non-Promoter	Non-Promoter
46	NIDHI PARWAL	Non-Promoter	Non-Promoter
47	PALAK NILESHBHAI SHAH	Non-Promoter	Non-Promoter
48	SUJATA KULKARNI	Non-Promoter	Non-Promoter
49	NIVEDITA BHORKAR	Non-Promoter	Non-Promoter
50	MANOJ HEDA	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	AMIT GARG	Non-Promoter	Non-Promoter

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11	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	Non-Promoter
12	MRIDUL AGARWAL	Non-Promoter	Non-Promoter
13	AADISHAKTI STEELS (Firm represented by Binit Kedia, Khushboo Agarwal and Puran Mal Agarwal)	Non-Promoter	Non-Promoter
14	SHRENIK SANJAY KASWA	Non-Promoter	Non-Promoter
15	SHILPI PARWAL	Non-Promoter	Non-Promoter
16	MILIND BHAGCHAND BAFNA	Non-Promoter	Non-Promoter
17	YBRA VENTURES LLP	Non-Promoter	Non-Promoter
18	SUNIL KUMAR BAGARIA	Non-Promoter	Non-Promoter
19	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	Non-Promoter
20	CHIRAGSALA SALES PVT LTD	Non-Promoter	Non-Promoter
21	MANAK CHAND DAGA	Non-Promoter	Non-Promoter
22	VIKAS ARORA	Non-Promoter	Non-Promoter
23	M SHIKAR HUF	Non-Promoter	Non-Promoter
24	NOOR MOHAMMAD	Non-Promoter	Non-Promoter
25	TARU LALITKUMAR GANDHI	Non-Promoter	Non-Promoter
26	ANURAG LOHIYA	Non-Promoter	Non-Promoter
27	DIVIT BERIA	Non-Promoter	Non-Promoter
28	VARSHA CHUGH	Non-Promoter	Non-Promoter
29	SANGEETA GATTANI	Non-Promoter	Non-Promoter
30	USHA AGRAWAL	Non-Promoter	Non-Promoter
31	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	Non-Promoter
32	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	Non-Promoter
33	VINITA GOLECHHA	Non-Promoter	Non-Promoter
34	SALONI RAMRATAN CHIRANIA	Non-Promoter	Non-Promoter
35	NIDHI PARWAL	Non-Promoter	Non-Promoter
36	PALAK NILESHBHAI SHAH	Non-Promoter	Non-Promoter
37	SUJATA KULKARNI	Non-Promoter	Non-Promoter
38	NIVEDITA BHORKAR	Non-Promoter	Non-Promoter
39	MANOJ HEDA	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.

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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	
7	AMIT GARG	Non Promoter-Public	Not Applicable, as the allottee is an individual
8	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
9	MRIDUL AGARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
10	AADISHAKTI STEELS	Non Promoter-Public	1. Binit Kedia 2. Khusboo Agarwal 3. Puran mal Agarwal
11	ABHISHEK CHHAJED JAIN	Non Promoter-Public	Not Applicable, as the allottee is an individual
12	BHARAT TAPARIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
13	SHRENIK SANJAY KASWA	Non Promoter-Public	Not Applicable, as the allottee is an individual
14	SHRUTI LOYALKA	Non Promoter-Public	Not Applicable, as the allottee is an individual
15	NIDHI BANSAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
16	RASHMI JIGNESH SANGOI	Non Promoter-Public	Not Applicable, as the allottee is an individual
17	PIPADA SUNIKET SANTOSH	Non Promoter-Public	Not Applicable, as the allottee is an individual
18	S J DATAMATICS PVT LTD	Non Promoter-Public	1. Jay Prakash Somani 2. Shyama Jhawar
19	SHILPI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual

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			individual
20	MILIND BHAGCHAND BAFNA	Non Promoter-Public	Not Applicable, as the allottee is an individual
21	YBRA VENTURES LLP	Non Promoter-Public	1. Rekha J Agal 2. Yogita Bhandari
22	SUNIL KUMAR BAGARIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
23	FREE INDIA ASSURANCE SERVICES LIMITED	Non Promoter-Public	1. Gyanchand Surajmal Mehta 2. Pushpa Gyanchand Mehta 3. Shradha Manish Mehta
24	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
25	MANAK CHAND DAGA	Non Promoter-Public	Not Applicable, as the allottee is an individual
26	VIKAS ARORA	Non Promoter-Public	Not Applicable, as the allottee is an individual
27	M SHIKAR HUF	Non Promoter-Public	1. M Shikar 2. S S Seema
28	NOOR MOHAMMAD	Non Promoter-Public	Not Applicable, as the allottee is an individual
29	TARU LALITKUMAR GANDHI	Non Promoter-Public	Not Applicable, as the allottee is an individual
30	ANURAG LOHIYA	Non Promoter-Public	Not Applicable, as the allottee is an individual
31	EKTA SATISH CHOUDHARY	Non Promoter-Public	Not Applicable, as the allottee is an individual
32	RENU BHANDARI	Non Promoter-Public	Not Applicable, as the allottee is an individual
33	KARUNA DISTRIBUTORS PRIVATE LIMITED	Non Promoter-Public	1. Umashankar Jhanwar 2. Mahadev Prasad Jhanwar
34	SIDDHI SABOO	Non Promoter-Public	Not Applicable, as the allottee is an individual
35	PREM SONI	Non Promoter-Public	Not Applicable, as the allottee is an individual
36	DIVIT BERIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
37	VARSHA CHUGH	Non Promoter-Public	Not Applicable, as the allottee is an individual
38	SANGEETA GATTANI	Non Promoter-Public	Not Applicable, as the allottee is an individual
39	USHA AGRAWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
40	NEHA MAHESHWARI	Non Promoter-Public	Not Applicable, as the allottee is an individual
41	REETESH KUMAR PORWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual

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42	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non Promoter-Public	Not Applicable, as the allottee is an individual
43	KAVITA VIVEKANANDA BAGADIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
44	VINITA GOLECHHA	Non Promoter-Public	Not Applicable, as the allottee is an individual
45	SALONI RAMRATAN CHIRANIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
46	NIDHI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
47	PALAK NILESHBHAI SHAH	Non Promoter-Public	Not Applicable, as the allottee is an individual
48	SUJATA KULKARNI	Non Promoter-Public	Not Applicable, as the allottee is an individual
49	NIVEDITA BHORKAR	Non Promoter-Public	Not Applicable, as the allottee is an individual
50	MANOJ HEDA	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 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	
10	AMIT GARG	Non Promoter-Public	Not Applicable, as the allottee is an individual
11	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

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12	MRIDUL AGARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
13	AADISHAKTI STEELS	Non Promoter-Public	1. Mr. Binit Kedia 2. Mrs. Khusboo Agarwal 3. Mr. Puran mal Agarwal
14	SHRENIK SANJAY KASWA	Non Promoter-Public	Not Applicable, as the allottee is an individual
15	SHILPI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
16	MILIND BHAGCHAND BAFNA	Non Promoter-Public	Not Applicable, as the allottee is an individual
17	YBRA VENTURES LLP	Non Promoter-Public	1. Rekha Agal 2. Yogita Bhandari
18	SUNIL KUMAR BAGARIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
19	FREE INDIA ASSURANCE SERVICES LIMITED	Non Promoter-Public	1. Gyanchand Surajmal Mehta 2. Pushpa Gyanchand Mehta 3. Shradha Manish Mehta
20	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
21	MANAK CHAND DAGA	Non Promoter-Public	Not Applicable, as the allottee is an individual
22	VIKAS ARORA	Non Promoter-Public	Not Applicable, as the allottee is an individual
23	M SHIKAR HUF	Non Promoter-Public	1. M Shikar 2. S S Seema
24	NOOR MOHAMMAD	Non Promoter-Public	Not Applicable, as the allottee is an individual
25	TARU LALITKUMAR GANDHI	Non Promoter-Public	Not Applicable, as the allottee is an individual
26	ANURAG LOHIYA	Non Promoter-Public	Not Applicable, as the allottee is an individual
27	DIVIT BERIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
28	VARSHA CHUGH	Non Promoter-Public	Not Applicable, as the allottee is an individual
29	SANGEETA GATTANI	Non Promoter-Public	Not Applicable, as the allottee is an individual
30	USHA AGRAWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
31	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non Promoter-Public	Not Applicable, as the allottee is an individual
32	KAVITA VIVEKANANDA BAGADIA	Non Promoter-Public	Not Applicable, as the allottee is an individual
33	VINITA GOLECHHA	Non Promoter-Public	Not Applicable, as the allottee is an individual
34	SALONI RAMRATAN CHIRANIA	Non Promoter-Public	Not Applicable, as the allottee is an individual

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35	NIDHI PARWAL	Non Promoter-Public	Not Applicable, as the allottee is an individual
36	PALAK NILESHBHAI SHAH	Non Promoter-Public	Not Applicable, as the allottee is an individual
37	SUJATA KULKARNI	Non Promoter-Public	Not Applicable, as the allottee is an individual
38	NIVEDITA BHORKAR	Non Promoter-Public	Not Applicable, as the allottee is an individual
39	MANOJ HEDA	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%	1,00,000	1,00,000	0.50%
7	AMIT GARG	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.50%
8	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.50%
9	MRIDUL AGARWAL	Non-Promoter	0	0.00%	75,000	75,000	0.38%
10	AADISHAKTI STEELS (Firm represented by Binit Kedia, Khushboo Agarwal and Puran Mal Agarwal)	Non-Promoter	0	0.00%	75,000	75,000	0.38%
11	ABHISHEK CHHAJED JAIN	Non-Promoter	0	0.00%	69,500	69,500	0.35%
12	BHARAT TAPARIA	Non-Promoter	0	0.00%	69,450	69,450	0.35%
13	SHRENIK SANJAY KASWA	Non-Promoter	9000	0.05%	62,500	71,500	0.36%
14	SHRUTI LOYALKA	Non-Promoter	0	0.00%	55,500	55,500	0.28%
15	NIDHI BANSAL	Non-Promoter	0	0.00%	55,500	55,500	0.28%

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16	RASHMI JIGNESH SANGOI	Non-Promoter	0	0.00%	55,500	55,500	0.28%
17	PIPADA SUNIKET SANTOSH	Non-Promoter	0	0.00%	55,500	55,500	0.28%
18	S J DATAMATICS PVT LTD	Non-Promoter	0	0.00%	55,500	55,500	0.28%
19	SHILPI PARWAL	Non-Promoter	0	0.00%	50,000	50,000	0.25%
20	MILIND BHAGCHAND BAFNA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
21	YBRA VENTURES LLP	Non-Promoter	0	0.00%	50,000	50,000	0.25%
22	SUNIL KUMAR BAGARIA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
23	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	0	0.00%	50,000	50,000	0.25%
24	CHIRAGSALA SALES PVT LTD	Non-Promoter	1	0.00%	50,000	50,001	0.25%
25	MANAK CHAND DAGA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
26	VIKAS ARORA	Non-Promoter	0	0.00%	50,000	50,000	0.25%
27	M SHIKAR HUF	Non-Promoter	0	0.00%	50,000	50,000	0.25%
28	NOOR MOHAMMAD	Non-Promoter	1459	0.01%	50,000	51,459	0.26%
29	TARU LALITKUMAR GANDHI	Non-Promoter	0	0.00%	42,500	42,500	0.21%
30	ANURAG LOHIYA	Non-Promoter	0	0.00%	30,000	30,000	0.15%
31	EKTA SATISH CHOUDHARY	Non-Promoter	0	0.00%	27,750	27,750	0.14%
32	RENU BHANDARI	Non-Promoter	0	0.00%	27,750	27,750	0.14%
33	KARUNA DISTRIBUTORS PRIVATE LIMITED	Non-Promoter	3000	0.02%	27,750	30,750	0.15%
34	SIDDHI SABOO	Non-Promoter	0	0.00%	27,750	27,750	0.14%
35	PREM SONI	Non-Promoter	0	0.00%	27,750	27,750	0.14%
36	DIVIT BERIA	Non-Promoter	0	0.00%	25,000	25,000	0.13%
37	VARSHA CHUGH	Non-Promoter	0	0.00%	25,000	25,000	0.13%
38	SANGEETA GATTANI	Non-Promoter	0	0.00%	25,000	25,000	0.13%
39	USHA AGRAWAL	Non-Promoter	0	0.00%	20,000	20,000	0.10%
40	NEHA MAHESHWARI	Non-Promoter	900	0.01%	13,900	14,800	0.07%
41	REETESH KUMAR PORWAL	Non-Promoter	0	0.00%	13,900	13,900	0.07%
42	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	0	0.00%	12,500	12,500	0.06%

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43	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	0	0.00%	12,500	12,500	0.06%
44	VINITA GOLECHHA	Non-Promoter	0	0.00%	12,500	12,500	0.06%
45	SALONI RAMRATAN CHIRANIA	Non-Promoter	0	0.00%	12,500	12,500	0.06%
46	NIDHI PARWAL	Non-Promoter	0	0.00%	12,500	12,500	0.06%
47	PALAK NILESHBHAI SHAH	Non-Promoter	0	0.00%	7,500	7,500	0.04%
48	SUJATA KULKARNI	Non-Promoter	0	0.00%	7,500	7,500	0.04%
49	NIVEDITA BHORKAR	Non-Promoter	0	0.00%	7,500	7,500	0.04%
50	MANOJ HEDA	Non-Promoter	0	0.00%	5,000	5,000	0.03%

*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*	
Warrants convertible into equal number of Equity Shares			No. of shares	%		No. of 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%	1,00,000	1,00,000	0.41%
10	AMIT GARG	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.41%
11	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.41%
12	MRIDUL AGARWAL	Non-Promoter	0	0.00%	75,000	75,000	0.31%
13	AADISHAKTI STEELS (Firm represented by Binit Kedia , Khusboo Agarwal and Puran Mal Agarwal)	Non-Promoter	0	0.00%	75,000	75,000	0.31%

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Nandani Creation Limited



14	SHRENIK SANJAY KASWA	Non-Promoter	9000	0.05%	62,500	71,500	0.31%
15	SHILPI PARWAL	Non-Promoter	0	0.00%	50,000	50,000	0.21%
16	MILIND BHAGCHAND BAFNA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
17	YBRA VENTURES LLP	Non-Promoter	0	0.00%	50,000	50,000	0.21%
18	SUNIL KUMAR BAGARIA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
19	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	0	0.00%	50,000	50,000	0.21%
20	CHIRAGSALA SALES PVT LTD	Non-Promoter	1	0.00%	50,000	50,001	0.21%
21	MANAK CHAND DAGA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
22	VIKAS ARORA	Non-Promoter	0	0.00%	50,000	50,000	0.21%
23	M SHIKAR HUF	Non-Promoter	0	0.00%	50,000	50,000	0.21%
24	NOOR MOHAMMAD	Non-Promoter	1459	0.01%	50,000	51,459	0.21%
25	TARU LALITKUMAR GANDHI	Non-Promoter	0	0.00%	42,500	42,500	0.18%
26	ANURAG LOHIYA	Non-Promoter	0	0.00%	30,000	30,000	0.12%
27	DIVIT BERIA	Non-Promoter	0	0.00%	25,000	25,000	0.10%
28	VARSHA CHUGH	Non-Promoter	0	0.00%	25,000	25,000	0.10%
29	SANGEETA GATTANI	Non-Promoter	0	0.00%	25,000	25,000	0.10%
30	USHA AGRAWAL	Non-Promoter	0	0.00%	20,000	20,000	0.08%
31	DIMPLEKUMARI BHAGWANDAS CHHAJER	Non-Promoter	0	0.00%	12,500	12,500	0.05%
32	KAVITA VIVEKANANDA BAGADIA	Non-Promoter	0	0.00%	12,500	12,500	0.05%
33	VINITA GOLECHHA	Non-Promoter	0	0.00%	12,500	12,500	0.05%
34	SALONI RAMRATAN CHIRANIA	Non-Promoter	0	0.00%	12,500	12,500	0.05%
35	NIDHI PARWAL	Non-Promoter	0	0.00%	12,500	12,500	0.05%
36	PALAK NILESHBHAI SHAH	Non-Promoter	0	0.00%	7,500	7,500	0.03%
37	SUJATA KULKARNI	Non-Promoter	0	0.00%	7,500	7,500	0.03%
38	NIVEDITA BHORKAR	Non-Promoter	0	0.00%	7,500	7,500	0.03%
39	MANOJ HEDA	Non-Promoter	0	0.00%	5,000	5,000	0.02%

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

CIN No.: L18101RJ2012PLC037976



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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%	2,00,000	2,00,000	0.75%
10	AMIT GARG	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.75%
11	SANGHVI INFRA (Firm represented by Yogesh Sanghvi and Ramesh Chandra Sanghavi)	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.75%
12	MRIDUL AGARWAL	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.56%
13	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%
14	MUKESH KUMAR (HUF)	Non-Promoter	0	0.00%	1,27,000	1,27,000	0.47%
15	SHRENIK SANJAY KASWA	Non-Promoter	9000	0.05%	1,25,000	1,34,000	0.50%
16	SHILPI PARWAL	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
17	MILIND BHAGCHAND BAFNA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
18	YBRA VENTURES LLP	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
19	SUNIL KUMAR BAGARIA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
20	FREE INDIA ASSURANCE SERVICES LIMITED	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
21	CHIRAGSALA SALES PVT LTD	Non-Promoter	1	0.00%	1,00,000	1,00,001	0.37%
22	MANAK CHAND DAGA	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.37%
23	VIKAS ARORA	Non-	0	0.00%	1,00,000	1,00,000	0.37%

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

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51	NIVEDITA BHORKAR	Non-Promoter	0	0.00%	15,000	15,000	0.06%
52	NEHA MAHESHWARI	Non-Promoter	900	0.01%	13,900	14,800	0.06%
53	REETESH KUMAR PORWAL	Non-Promoter	0	0.00%	13,900	13,900	0.05%
54	MANOJ HEDA	Non-Promoter	0	0.00%	10,000	10,000	0.04%

****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 Bodies Corporate	78,86,409	45.69%	1,08,86,409	40.68%
	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%	35,83,455	13.39%
	b) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	37,62,936	21.80%	73,19,886	27.35%

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	Any Other (Specify)				
	a) HUF	3,42,675	1.98%	10,69,675	4.00%
	b) Bodies Corporate	11,92,051	6.91%	33,25,301	12.43%
	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. 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 Special Resolution as set out in the accompanying notice for approval by the Members.

CIN No.: L18101RJ2012PLC037976



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Mr. Anuj Mundhra and Mrs. Sunita Devi Mundhra, Directors and their immediate relatives in individual capacity, may be deemed to be interested in the resolution to the extent of the Equity shares proposed to be allotted to the companies in which they or their relatives directly or indirectly interested. 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.

DATE: 03.02.2025 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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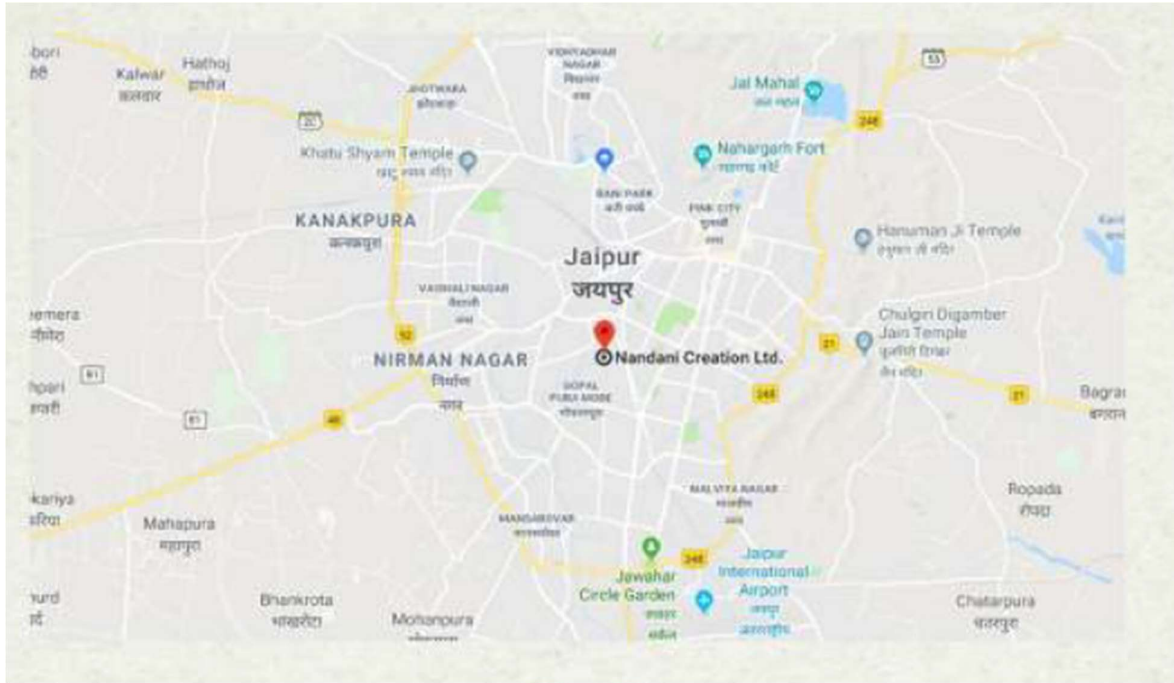
Nandani Creation Limited

JAIPUR  KURTI


BY JAIPUR KURTI

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



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