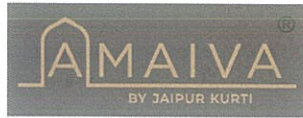


Nandani Creation Limited



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the 2nd Extra-Ordinary General Meeting in the F.Y. 2019-20 of the Members of NANDANI CREATION LIMITED will be held on Friday, 31st Day of January, 2020 at 4.00 P.M. at its registered Office situated at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan, India to transact the following Special Businesses:

SPECIAL BUSINESSES:

ITEM NO. 1: TO ALTER THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION BY WAY OF INSERTION OF NEW CLAUSE:

To consider and, if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 along with such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Rules framed thereunder, as amended from time to time, and subject to the approval of Registrar of Companies, Jaipur and/or of any other statutory or regulatory authority, as may be necessary, the following alterations shall be made in the Memorandum of Association of the Company:

i. The Clause III(A) of Memorandum of Association of the Company dealing with the main Object to be pursued by the Company be amended by inserting the following Clause:

3. To carry on, agency business and to act as agents, selling agents, buying agents, brokers, trustees of any company, association, firm or person and to render agency services to trade and industry as may be required from time to time.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deems necessary, proper, desirable or expedient to give effect to the aforesaid resolution.”

ITEM NO. 2: TO APPROVE THE CONVERSION OF UNSECURED LOAN TO EQUITY ON PREFERENTIAL BASIS:

To consider and, if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential Issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as



amended ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and the rules/regulations/guidelines/notifications/circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches on preferential basis (Preferential Issue) to the following promoter categories of persons of the Company upto maximum of 8,60,000 (Eight Lac Sixty Thousand Only) equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs.10/- per equity share or such price not less than the price to be calculated in accordance with Regulation 164 of SEBI ICDR Regulations, aggregating to Rs. 86,00,000/- (Rupees Eighty-Six Lacs Only) upon the conversion of unsecured loan outstanding as on 31st December, 2019 of the proposed Allottees."

Sr. No.	Name of the proposed Allottees	Permanent Account Number	No. of Equity Shares to be issued	Issue Price of Each Equity Shares (In Rupees)
1.	ANUJ MUNDHRA	AJJPM0302K	4,75,000	47,50,000
2.	VANDNA MUNDHRA	AZHPM2014Q	1,35,000	13,50,000
3.	SUNITA DEVI MUNDHRA	ACTPM0580E	2,50,000	25,00,000
	TOTAL		8,60,000	86,00,000

"RESOLVED FURTHER THAT the pricing of the Equity Shares allotted will be in accordance with SEBI ICDR Regulations with reference to the "Relevant date". The 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be **01st January, 2020**, being the date 30 days prior to **31st January, 2020** i.e. the date of passing of special Resolution to approve the proposed preferential issue.

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

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

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

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director (s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant bankers or other Professional Advisors, Consultants and Legal advisors to give effect to the aforesaid resolution."

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

Date: 01.01.2020

Place: Jaipur

FOR AND ON BEHALF OF THE BOARD

For NANDANI CREATION LIMITED

Sd/-

Gunjan Jain

Company Secretary & Compliance Officer

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.

A Proxy submitted on behalf of the Company, Trust or Society (Institutional Investors) must be supported by an appropriate Resolution or Authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder

1. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.
3. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the Extra-ordinary General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Extraordinary General Meeting.
4. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the meeting to the Company at its Registered Office.
5. Members / Proxies are requested to bring the attendance slip attached with this notice, duly filled in, for attending the meeting.
6. Shareholders are also informed that voting shall be by both means i.e Polling paper and E voting, Shareholders who could not vote through remote E voting can exercise their voting right at the Meeting. The company will make the arrangement of polling papers in this regards at the meeting Venue. The shareholders attending the meeting who have not cast their vote by Remote E voting shall be able to exercise their right to vote at the meeting.
7. The company has set Friday, 24th Day of January, 2020, as the Cut -off date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuring Meeting for both E-Voting and Physical mode through Polling Paper.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th Day of January, 2020 to Friday, 31st day of January, 2020.
9. Board of Director has Appointed Manisha Godara and Associates, Practicing Company Secretaries, as scrutinizer for conducting E voting and Poll Papers voting process for the Meeting in a fair and transparent manner.

10. A member may participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

11. GREEN INITIATIVE

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live.

12. The members who have not registered their e-mail address, so far, are requested to register their e-mail address with the Company, Registrar and Share Transfer Agent or Depository Participant (DP), as the case may be.

13. Route Map for the Location of the aforesaid meeting is enclosed.

14. E-VOTING

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

The instructions for members for voting electronically are as under: -

I. In case of members receiving e-mail:

- (i) The e-voting period begins on **Monday, 27th day of January, 2020 at 10.00 Hrs and ends on Thursday, 30th day of January, 2020 at 17:00 Hrs.** During this period, the Shareholders' of the Company, holding Equity Shares in dematerialized (demat) form, as on the cut-off date (record date) i.e. **Friday, 24th Day of January, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" Tab.
- (iv) Now Enter your User ID a) For CDSL: 16 digit beneficiary ID b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares, in demat form, had logged onto www.evotingindia.com, and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first-time user, then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xii) 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **Monday, 27th day of January, 2020 at 10.00 Hrs and ends on Thursday, 30th day of January, 2020 at 17:00 Hrs.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 24th Day of January, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT:

ITEM NO: 1:

It is proposed to include certain new business activities in the Main Objects of the Company partially to align the same with the existing business activities for future growth of the Company.

Our Company is presently dealing in the **manufacturing and trading of Women Apparels** like Kurtis, Salwar Dupattas, Pants, Dresses, Palazzos, Leggings, Different variety of Bottom wears, Dupattas, Tops etc.

Our present Managing Director, Mr. Anuj Mundhra ever since taking over the charge is taking necessary steps to explore the possibility of diversification into other profitable business activity and has identified the business of agents, selling agents, buying agents, brokers, trustees of any company, association, firm or person and to render agency services.

Accordingly, **Clause III(A)** of Memorandum of Association of the Company dealing with the main Object to be pursued by the Company be amended by inserting Clause related to agency business.

Our boards of directors are confident of carrying on the business profitability and accordingly this object is included in the Object Clause of the Memorandum of Association of the company.

In terms of **Section 4 and 13 of the Act**, the consent of the Members by way of Special Resolution is required for addition to objects clause of the Memorandum of Association of the Company.

The Board at its meeting held on **01st January, 2020** has approved alteration of the Memorandum of Association of the Company and the Board now seeks Members' approval for the same.

A copy of the proposed Memorandum of Association of the Company is available for inspection during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered and Corporate office of the company.

None of the Directors or KMP of the Company or their relatives is related or concerned or interested, financially or otherwise in the resolution.

The Board accordingly recommends the Special Resolution set out at **Item No. 1** of the accompanying Notice for approval of the Members.

ITEM NO: 2:

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

The Board of Directors at their meeting held on 01st January, 2020, on the request letter received from Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra, Promoter Categories of persons of the Company wherein they have requested the Company either to make payment of their loan outstanding or to convert their loan into Equity Shares, has decided to convert amount due towards the unsecured loan of proposed Allottees on preferential basis into Equity Shares of the Company in view of the current financial situation and liquidity position of the Company.

In order to strengthen its financial position, the Company proposes to offer, issue and allot Equity Shares upto maximum of 8,60,000/- (Eight Lacs Sixty Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its meeting held on 01st January, 2020 considered and approved subject to the approval of shareholders, issue of Equity Shares upto maximum of 8,60,000 (Eight Lacs Sixty Thousand Only) Equity Shares on preferential basis. In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 160 of SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution.

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

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

DETAILS OF THE ISSUE:

1. The allotment of the Equity Shares is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 6 (Six) Months preceding the Relevant date (i.e. 01st January, 2020). The Proposed Allottees have represented that they have not sold any Equity Shares of the Company during the 6 (Six) Months preceding the Relevant Date.
2. The Relevant Disclosures as required under Chapter V of the SEBI ICDR Regulations are set out below.

a. The Object of the Issue through Preferential Offer:

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

Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase the net worth of the Company.

b. The Total Number of Shares to be Issued:

Equity Shares up to 8,60,000/- of face value of Rs. 10/- each, the Equity Share proposed to be issued shall not be less than the price arrived at in accordance with the provisions of SEBI ICDR Regulations.

c. Pricing of the Preferential Issue:

The minimum issue price for the proposed preferential issue is based on the pricing formula prescribed under Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), has been worked out at Rs.10/- per Equity Share. The Relevant Date for the purpose of calculation of the said Minimum Issue Price is 01st January, 2020. The Equity Shares shall be allotted at a price not less than higher of the following:

- I. The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized Stock exchange during the Twenty-six weeks preceding the relevant date; or
- II. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As per the calculations, the average of the high and low of the Volume Weighted Average Price of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited of 26 weeks and 2 weeks of preceding the Relevant Date stands at Rs. 6.91/- And Rs. 6.45/- respectively. Hence, the SEBI determined minimum price in accordance with the Regulation 164 of SEBI ICDR Regulations is Rs. 6.91/- . However, the issue price for the proposed preferential Issue has been fixed as Rs.10/- per share which is higher than the SEBI determined minimum price.

d. Basis on which the price has been arrived at along with the report of the registered valuer:

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI ICDR Regulations.

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

The Relevant date in terms of Regulation 161(a) of the SEBI ICDR Regulations for determining the minimum price is 01st January, 2020, being the date, which is 30 (Thirty) days prior to the date of Extra Ordinary General Meeting i.e. 31st January, 2020.

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

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

The Details of the Promoter and the Unsecured Loan outstanding to the promoter as on 31.12.2019 are as under:

S. No.	Proposed Allottees	Total Amount of Unsecured Loan Outstanding as on 31.12.2019	Amount of Unsecured Loan which will be adjusted against Issue of Equity Shares	No. of Shares to be Allotted
1	Anuj Mundhra	1,52,78,725	47,50,000	4,75,000
2	Vandna Mundhra	23,06,000	13,50,000	1,35,000
3	Sunita Devi Mundhra	60,00,000	25,00,000	2,50,000
	TOTAL			8,60,000

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

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

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

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

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

S. No.	Name of the Proposed Allottees	% post preferential offer capital
1	ANUJ MUNDHRA	36.70
2	VANDNA MUNDHRA	17.33
3	SUNITA DEVI MUNDHRA	7.86

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

SR.NO.	CATEGORY	PRE-ISSUE HOLDING DETAILS		POST- ISSUE HOLDING DETAILS	
		TOTAL NO. OF SHARES	% OF SHARES OF SHARES	TOTAL NO. OF SHARES	% OF SHARES OF SHARES
A	Promoters Holding				
1	Indian				
	Individual	43,93,200	59.58%	52,53,200	63.80%
	Body Corporate	0	0	0	0
	SUB TOTAL	43,93,200	59.58%	52,53,200	63.80%
2	Foreign Promoters	0	0	0	0
	SUB TOTAL (A)	43,93,200	59.58%	52,53,200	63.80%
B	Non-Promoters Holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institution:				
	Bodies Corporates	65,000	0.88%	65,000	0.79%
	Individuals	19,85,750	26.93%	19,85,750	24.11%
	Others:				
	NRI	0	0	0	0
	Clearing Members	9,25,000	12.55%	9,25,000	11.24%
	HUF	5,000	0.06%	5,000	0.06%
	SUB TOTAL (B)	29,80,750	40.42%	29,80,750	36.20%
	GRAND TOTAL	73,73,950	100.00%	82,33,950	100.00%

NOTES:

- *As on 31st December, 2019*
- *This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.*

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

k. Change in Control:

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

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

During the Financial year 2019-20, the company has not offered, issued and allotted any Equity Shares on Preferential basis to promoter and non-promoters.

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

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

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

Since, the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 (Six) months prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations.

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

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

p. Identity of the Natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of Post Preferential Issued capital that may be held by the said Allottees:

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

Name, PAN & Address of Allottees	Category	Natural Persons who are ultimate beneficial owners	Pre-Issue Shareholding		No. of Shares to be allotted	Post-Issue Shareholding	
			No. of Shares	%		No. of Shares	%
Name: Mr. Anuj Mundhra PAN: AJJPM0302K Address: 302, Kamal Apts., Sawai jai Singh Highway, Banipark, Jaipur-302016, Rajasthan	Promoter	Not Applicable	25,47,225	34.54	4,75,000	30,22,225	36.70
Name: Mrs. Vandna Mundhra PAN: AZHPM2014Q Address: 302, Kamal Apts., Sawai jai Singh Highway, Banipark, Jaipur-302016, (Raj.)	Promoter	Not Applicable	12,91,975	17.52	1,35,000	14,26,975	17.33
Name: Mrs. Sunita Devi Mundhra PAN: ACTPM0580E Address: 302, Kamal Apts., Sawai jai Singh Highway, Banipark, Jaipur-302016, (Raj.)	Promoter	Not Applicable	3,97,250	5.38	2,50,000	6,47,250	7.86
TOTAL			42,36,450	57.44	8,60,000	50,96,450	61.89

q. Auditor's Certificate:

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

r. Lock-in-period:

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

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

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

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

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

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

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

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

u. Other Disclosures:

- The Board in its Meeting held on 01st Day of January, 2020 has approved the issue of Equity Shares on Preferential basis to proposed Allottees in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

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

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

Date: 01.01.2020

Place: Jaipur

By the Order of the Board
For NANDANI CREATION LIMITED

Sd/-
Gunjan Jain
Company Secretary & Compliance Officer

ATTENDANCE SLIP

(to be presented at the entrance)

2nd EXTRA ORDINARY GENERAL MEETING ON FRIDAY, 31ST DAY OF JANUARY, 2020 AT 4.00 P.M.

G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan

Registered Folio/ DP ID & Client ID		
Name and Address of the Shareholder(s)		
Joint Holder 1		
Joint Holder 2		
I/We, hereby record my/our presence at the 2 nd Extra Ordinary General Meeting of the Company held at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan on Friday, 31 st Day of January, 2020 at 4.00 P.M.		
Member's Folio/DP ID/Client ID No.	Member's Proxy's name(in Block Letters)	Member's/Proxy's Signature
Note: 1. Please fill in the Folio/DP ID/Client ID No., Name and Sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.		

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L18101RJ2012PLC037976
Name of the Company : NANDANI CREATION LIMITED
Name of the Member(s) :
Registered Address :
E-Mail ID :
Folio No./Client ID :
DP ID :

I/We, being the member(s) of ----- shares of the above named Company, hereby appoint:

1. Name :-----
Address :-----
E-Mail ID :-----
Signature :-----or failing him
2. Name :-----
Address :-----
E-Mail ID :-----
Signature :-----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Extra Ordinary General Meeting of the Company to be held on the Friday, 31st Day of January, 2020 at 4.00 P.M. at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business	Resolution
SPECIAL BUSINESSES		
1.	TO ALTER THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION BY WAY OF INSERTION OF NEW CLAUSE	Special Resolution
2.	TO APPROVE THE CONVERSION OF UNSECURED LOAN TO EQUITY	Special Resolution

Signed this -----

Signature of Shareholder -----

Signature of Proxy Holder(s) -----

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such shall not act as proxy for any other person or shareholder.

***This is only optional. Please put "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" Column against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

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

