

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
Fax: 022-26598237, 022-26598238

Dated: 29.09.2021

Sub: Notice of Extra-Ordinary General Meeting of the Company

In furtherance to our communication dated September 27, 2021 w.r.t approval of the Board of Directors of the Company for raising of funds and pursuant to Regulation 29(1)(d), 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extra-Ordinary General Meeting ('EGM') of the Company will be held **Wednesday, 27th day of October, 2021 at 4:00 PM (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), in accordance with the General Circulars issued by Ministry of Corporate Affairs and by Securities and Exchange Board of India. We are submitting herewith the Notice of EGM dated September 27, 2021 along with explanatory statement thereto, which will be being sent through electronic mode to all those members whose names will appear in the register of members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent of the Company or the Depository Participants(s) as on Friday, October 01, 2021, as the requirement of sending physical copy of the notice to members has been dispensed with.

The Cut-off Date to determine the shareholders who shall be entitled to vote on the resolutions as mentioned in the Notice of EGM is fixed as Wednesday, October 20, 2021. E-voting instructions are part of the Notice of EGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the applicable MCA and SEBI circulars, (and further in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to the e-Voting Facility to be provided by Listed Entities), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice (remote e-Voting). The remote e-Voting period will commence **on Wednesday, Saturday, October 23, 2021 at 10:00 A.M. (IST) and end on Tuesday, October 26, 2021 at 5:00 P.M. (IST).**

The copy of the said EGM Notice is uploaded on the website of the Company at www.nandanicreation.com.
You are requested to take the above information on record.

For NANDANI CREATION LIMITED

GUNJAN JAIN
COMPANY SECRETARY
M. No.: A45068



CIN No.: L18101RJ2012PLC037976



G-13, AARNA-3, Kartarpura Industrial Area,
Bais Godown, Jaipur -302 006 Rajasthan INDIA



+91-141-4037596
+91-141-4029596



info@jaipurkurti.com
www.jaipurkurti.com

RAJASTHAN

MAHARASHTRA

KARNATAKA

HARYANA

WEST BENGAL

Nandani Creation Limited



Dear Member,

Invitation to attend the EXTRA-ORDINARY GENERAL MEETING ("EGM") on Wednesday, October 27, 2021.

You are cordially invited to attend the Extra-Ordinary General Meeting ("EGM") of Nandani Creation Limited ("Company") to be held on **Wednesday, October 27, 2021 at 4:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith.

SUMMARIZED INFORMATION AT A GLANCE:

1	Date, Date & Time of EGM	Wednesday, October 27, 2021 at 4:00 P.M. (IST)
2	Mode	Video Conferencing / Other Audio-Visual Means
3	Cut-off Date for e-Voting	Wednesday, October 20, 2021
4	E-Voting Start time and Date	Wednesday, Saturday, October 23, 2021 at 10:00 A.M. (IST)
5	E-Voting End time and Date	Tuesday, October 26, 2021 at 5:00 P.M. (IST)
6	Name, address and contact details of Registrar & Transfer Agent	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059; Tel.: (022) 62638200/02 Email id: admission@bigshareonline.com; Website: www.bigshareonline.com

For NANDANI CREATION LIMITED

GUNJAN JAIN
COMPANY SECRETARY
M. No.: A45068



CIN No.: L18101RJ2012PLC037976



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RAJASTHAN

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WEST BENGAL

Nandani Creation Limited



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

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

CIN: L18101RJ2012PLC037976

Tel No.: 0141-4037596, 0141-4029596

Email: info@jaipurkurti.com, cs@jaipurkurti.com Website: www.nandanicreation.com

Dear Members,

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING IN THE FINANCIAL YEAR 2021-22 OF THE MEMBERS OF NANDANI CREATION LIMITED WILL BE HELD ON WEDNESDAY, 27TH DAY OF OCTOBER, 2021 AT 4.00 P.M. AT ITS REGISTERED OFFICE SITUATED AT G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22 GODAM, JAIPUR-302006, RAJASTHAN, INDIA THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO-VISUAL MEANS (AOVM) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESSES:

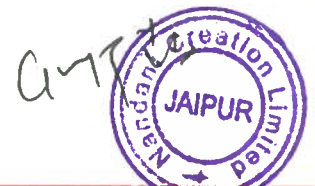
ITEM NO. 1: INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY TO ENABLE FURTHER ISSUE OF SHARES AND ALTER THE CAPITAL CLAUSE OF THE "MEMORANDUM OF ASSOCIATION" OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000/- (One Crore and Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000/- (One Crore and Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT pursuant to sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules notified thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty lacs) equity shares of 10/- (Rupees Ten only) each.



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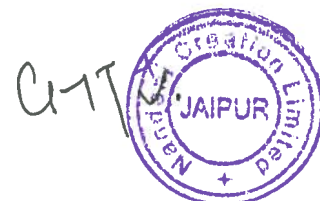
"RESOLVED FURTHER THAT the new shares shall rank pari passu to the existing shares in all respect, subject to all the provisions contained in the Memorandum and Articles of Association of the Company, including with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, 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 to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolutions, and to seek such approval/ consent from the government departments as may be required in this regard."

ITEM NO. 2: TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES, BY ISSUANCE OF SECURITIES BY WAY OF PRIVATE OFFERINGS, QUALIFIED INSTITUTIONS PLACEMENT(S) AND/OR ANY COMBINATION THEREOF OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW:

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 Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendments thereto or re-enactment thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI Regulations"), Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where equity shares of face value INR 10 each of the Company are listed, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and / or competent authorities or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds,



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trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment (referred to as "Securities"), for up to an aggregate amount of INR 50 Crores equivalent thereof in one or more foreign currency, inclusive of premium that may be fixed on such Securities under the provisions of SEBI (ICDR) Regulations at such price, being not less than the price determined in accordance with the pricing formula specified under the SEBI Regulations (or such other formula as may be prescribed by SEBI) or such lower price as may be permissible under the SEBI Regulations or notifications, considering the prevailing market conditions and other relevant factors and where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible."

"RESOLVED FURTHER THAT such Securities shall be fully paid up and the allotment of such Securities shall be completed within 365 days from the date of passing of the special resolution approving the proposed qualified institutional placement of Equity Shares or such other time as may be allowed by the SEBI Regulations from time to time."

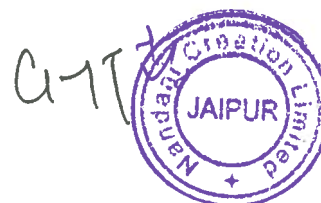
"RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws."

"RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under the provisions of SEBI (ICDR) Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under the provisions of SEBI (ICDR) Regulations, the pricing shall be determined in compliance with principles and provisions set out in the



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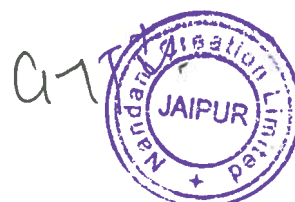
provisions of SEBI (ICDR) Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations."

"RESOLVED FURTHER THAT the lock-in period of the Securities so allotted shall be undertaken as per applicable law."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognised stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or



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modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

DATE: 27.09.2021 PLACE: JAIPUR	By the Order of the Board of Directors For NANDANI CREATION LIMITED  GUNJAN JAIN (COMPANY SECRETARY) M No.: A45068
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	

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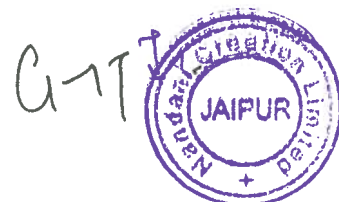
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NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.
2. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the EOGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the EOGM of the Company is being held through VC/OAVM. In accordance with the MCA Circulars, special businesses mentioned at Item Nos. 1 & 2 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the EOGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@jaipurkurti.com with a copy marked to helpdesk.evotng@cdslindia.com.
5. Members holding shares in Demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
6. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited ("Bigshare" or "Registrar & Share Transfer Agent") having address at 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059; Tel.: (022) 62638200/02 Email id: admission@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of



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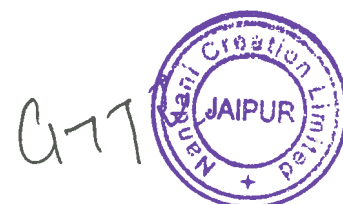
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complaints, if any, or contact Ms. Gunjan Jain , Company Secretary at the Registered Office of the Company (Phone No.: +0141-4037596; Email: cs@jaipurkurti.com).

7. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.nandanicreation.com , website of the Stock Exchanges i.e. National Stock Exchange of India Limited "Emerge Platform" and on the website of CDSL www.evotngindia.com
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare in case the shares are held by them in physical form.
9. Attendance of the Members participating in the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Cut-off date for determining the names of shareholders eligible to get Notice of Extra Ordinary General Meeting is **Friday, 01st October, 2021**.
11. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
12. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.



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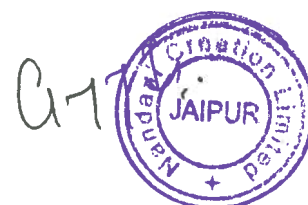
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14. The Company has appointed **M/s Manisha Godara and Associates, Practicing Company Secretaries, New Delhi** as scrutinizer to scrutinize the voting and the voting process in a fair and transparent manner.
15. The Chairman shall, at the EOGM, at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

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

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



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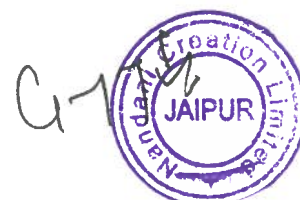
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- i. The voting period begins on **Saturday, 23rd Day of October, 2021 at 10.00 A.M. and ends on Tuesday, 26th day of October, 2021 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Wednesday, 20th Day of October, 2021** may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the EOGM through VC / OAVM facility or physically and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EOGM.
- ii. The Board of Directors has appointed **M/s Manisha Godara and Associates, Practicing Company Secretaries, New Delhi** as scrutinizer to scrutinize the votes during the EOGM and the remote e-voting process in a fair and transparent manner.
- iii. The Members who have casted their vote by remote e-voting prior to the EOGM may also attend /participate in the EOGM through VC/OAVM/physically but shall not be entitled to cast their votes again.
- iv. The Details of the process and manner for remote e-voting are explained herein below:
- v. Log on to the e-voting website www.evotingindia.com
- vi. Click on "Shareholders" Tab.
- vii. Now Enter your User ID a) For CDSL: 16 digits beneficiary ID b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next, enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares, in demat form, had logged onto www.evotingindia.com , and voted on an earlier voting of any Company, then your existing password is to be used.
- x. If you are a first-time user, then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field.



NANDANI CREATION LIMITED

Reg. Off: G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006

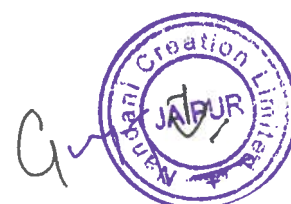
Email: info@jaipurkurti.com

TEL: 0141-4037596

CIN: L18101RJ2012PLC037976

	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xx. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.



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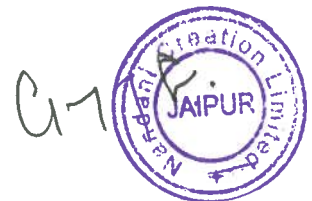
TEL: 0141-4037596

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- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xxi. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-voting or sending a request at helpdesk.evoting@cdslindia.com
- xxiii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533 or to the Company at cs@jaipurkurti.com.

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

1. Shareholders will be provided with a facility to attend the EOGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at [http:// www.e-votingindia.com](http://www.e-votingindia.com) under Shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in the shareholder/members login where the EVSN of the Company will be displayed.
2. The Facility of joining the EOGM through VC/OAVM shall open 15 minutes before the scheduled time for the EOGM.
3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
4. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.



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6. Shareholders who would like to express their views or ask questions during the EOGM will have to register themselves as a speaker by sending their requisition advance at least 2 days prior to meeting mentioning their names, Demat Account No./Folio No., e mail ID, Mobile No. at info@jaipurkurti.com. The Shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 2 days prior to the meeting mentioning their names, Demat Account No./Folio No., e mail ID, Mobile No. at info@jaipurkurti.com. These queries will be replied to by the Company suitably by email.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E -VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- I. For Physical shareholders-please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of AADHAR card) by email to the Company/RTA email id.
- II. For Demat Shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of AADHAR card) by email to the Company/RTA email id.
- III. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.



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

ITEM NO: 1:

The present authorized and paid up share capital of the Company is as follows:

Equity/Preference Shares	Present Authorized Share Capital	Proposed Authorized Share Capital
Equity Shares	Rs. 11,00,00,000 divided into 1,10,00,000 Equity Shares of Rs. 10/- each	Rs. 18,00,00,000 divided into 1,80,00,000 Equity Shares of Rs. 10/- each

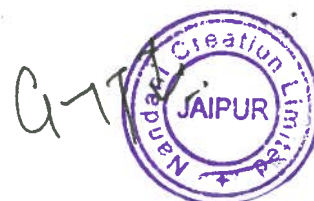
The Board of Directors at their meeting held on 27.09.2021 approved the agenda of raising additional capital to meet the needs of its growing business, including long term capital requirements for pursuing growth plans and to maintain ideal debt equity Ratio.

Accordingly, it is proposed to increase the authorized share capital of the Company from **Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000/- (One Crore and Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000/- (One Crore and Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each** ranking pari-passu in all respect with the existing Equity Shares of the Company and consequently alter the Capital Clause of the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company believes that the proposed increase in Capital is in the best interest of the Company and its members. The Board of Directors, therefore, recommends Ordinary Resolution at item no. 1.

None of the Directors, Key Managerial Personnel and their relatives in any way is concerned or interested in the Ordinary Resolution set forth in item no. 1 of the notice, except to the extent of their shareholding in the Company and shares that may be allotted to them.

A copy of the Memorandum and Articles of Association of the Company (as amended) will be open for inspection at the registered office of the Company during business hours on all working days between 11:00 A.M. and 1:00 P.M. upto the date of Extra Ordinary General Meeting.



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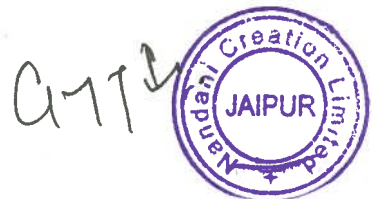
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ITEM NO: 2:

The Company has good opportunities for its growth and business expansion. This require sufficient resources including funds available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of its growth and business expansion, capital expenditure, long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. The Company primarily focuses on financing of various expansion and development projects for vaccine production and acquisition of entity for expansion of distribution networks in African region from these raised funds and if any, surplus fund may also be used for the financing of working capital requirements. This would also help the Company to take quick and effective action to capitalise on the opportunities, primarily those relating to growth and business expansion, as and when available.

The consent of the members is sought for issuing Securities as stated in the resolution which shall result in issuance of further shares of the Company in accordance with the terms and nature of Securities to be issued by the Company. The members of the Company to authorise the Board of Directors or any Committee of the Board to raise funds through to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment at a price to be determined as per the SEBI(Issue of Capital and Disclosure Requirement)Regulations or as per other applicable rules and regulations, to the extent of INR 50 Crores (Rupees Fifty Crores only) in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Act and other applicable laws. While no specific instruments of Securities have been identified at this stage, the Board may opt for one or more appropriate instrument(s) in the best interest of the Company. Such issue shall be subject to the provisions of the Act and Rules made thereunder, Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations and other applicable laws.

To meet the requirements for the above purposes and for other general corporate purpose, as may be decided by the board of directors (hereinafter called the "Board" which expression shall include any committee of directors constituted / to be constituted by the Board) from time to time, it is proposed to seek authorization of the members of the Company in favour of the Board, without the need for any further approval from the members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIBs") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure



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Requirements) Regulations, 2018, as amended from time to time ("SEBI Regulations") and Section 42, 62 and 71 of the Act, as amended, as set out in the Special Resolution of the accompanying Notice.

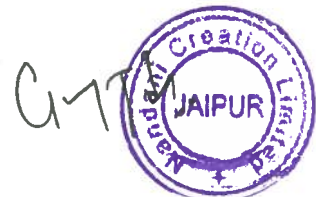
The requirement of funds is proposed to be met both from equity issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with equity to meet with the objective of optimisation of the cost.

Section 62(1)(c) of the Act provides that, inter-alia, such further Equity Shares may be offered to any persons, whether or not such persons are existing holders of equity shares of the company as on the date of offer, by way of a Special Resolution passed to that effect by the members of the Company. Accordingly, consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 to issue and allot Securities as stated in the Special Resolution.

Pursuant to the provisions of section 42, 62 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe aforesaid Equity Shares is required to obtain prior approval of the shareholders by way of a Special Resolution. If approved by the shareholders, QIP shall be completed within 365 days from the date of passing of Special Resolution. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, pari passu with the existing Equity Shares of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion, and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the issuance of Securities will be decided by the Board, in accordance with the SEBI ICDR Regulations, in consultation with book running lead manager(s) and / or other advisor(s) appointed in relation to the issuance of Securities and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottee(s), percentage of their post-issue shareholding and the shareholding pattern of the Company are not provided. Accordingly, the Board may, in its discretion, adopt one or more of the mechanisms for raising of funds to meet its objectives as stated in the paragraphs above without the need for fresh approval from the members of the Company. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the issuance.

In view of the above, it is proposed to seek approval from the shareholders of the Company by way of Special Resolution to offer, create, issue and allot Equity Shares, in one or more tranches, to investors inter alia through QIP by way of private placement and to authorise the Board of Directors including any Committee thereof authorised for the purpose to do all such acts, deeds and things in the matter.



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The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It will be ensured that:

- The relevant date for the purpose of pricing of the equity shares would, pursuant to provisions of SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of equity shares;
- The pricing for this purpose shall be in accordance with SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- The issue and allotment of equity shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such equity shares shall be fully paid up on its allotment;
- The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;

The resolutions contained in Item No. 2 of the accompanying Notice, accordingly, seek Member's approval through Special Resolution for raising funds as above through issue of Securities in one or more tranches and authorizing Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issuance of Securities.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in said resolution.

The proposed issuance of Securities is in the interest of the Company and the Board recommends the resolution set out at item no. 2 of the notice for the approval of the members as a special resolution.

DATE: 27.09.2021

PLACE: JAIPUR

By the Order of the Board of Directors
For NANDANI CREATION LIMITED



G. J. Jain

GUNJAN JAIN
(COMPANY SECRETARY)

M No.: A45068

Registered Office:

G-13, KARTARPURA INDUSTRIAL AREA,
NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN
CIN: L18101RJ2012PLC037976

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ROUTE MAP AS PER SS-2

FOR THE VENUE OF EXTRA ORDINARY GENERAL

MEETING

OF

NANDANI CREATION LIMITED

