ANNEXURE-A

March 21, 2025

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Subject: Announcement pursuant to Regulation 4(1) of Chapter II and Regulation 30(7) of Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Scrip Code: JAIPURKURT
Reference: EGM Notice dated 03rd February, 2025 & Corrigendum to EGM Notice dated 27th February, 2025 submitted with NSE.

Dear Sir/Madam,

Pursuant to Regulation 4(1) of Chapter II and Regulation 30(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith provide the following disclosures to the shareholders pursuant to the directions/suggestions/comments/remarks received from the National Stock Exchange of India Limited

The company conducted the Extra Ordinary General Meeting (EGM) on **Wednesday, 05th March, 2025** through Video Conferencing (VC) or Other Audio Visual means (OAVM) and the Notice for the same was dispatched to the Shareholders on 11th February, 2025 read with corrigendum dispatched on 27th February 2025 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. The additional information in this regard is provided here below

1. CONFIRMATION REGARDING REPAYMENT OF LOAN OF THE PROMOTER/PROMOTER GROUP:

The Company confirms that there will be no repayment of Loan of the promoter/promoter group from the funds raised under the Preferential Issue.

2. POINT M OF THE EXPLANATORY STATEMENT OF THE EGM NOTICE:

The company herewith confirms has allotted following equity shares during the FY 2024-25:

ALLOTMENT OF SHARES ON PREFERENTIAL BASIS

(a) On 06th June, 2024, the company has allotted 1,37,000 Equity shares pursuant to the conversion of warrants into fully paid-up Equity shares of face value of Rs. 10/- each at a premium of Rs. 69/- per equity share.
(b) On 12th June, 2024, the company has allotted 55,000 Equity shares pursuant to the conversion of warrants into fully paid-up Equity shares of face value of Rs. 10/- each at a premium of Rs. 69/- per equity share.
(c) On 13th June, 2024, the company has allotted 1,19,000 Equity shares pursuant to the conversion of warrants into fully paid-up Equity shares of face value of Rs. 10/- each at a premium of Rs. 69/- per equity share.
(d) On 14th June, 2024, the company has allotted 1,39,000 Equity shares pursuant to the conversion of warrants into fully paid-up Equity shares of face value of Rs. 10/- each at a premium of Rs. 69/- per equity share.

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The above mentioned 4,50,000 Warrants were issued and allotted on Preferential basis at a price of Rs. 79/- per share on 06th June, 2024, 12th June, 2024, 13th June, 2024 & 14th June, 2024 respectively in pursuant to the Special Resolution in the EGM held on Thursday, 01st December, 2022.

ALLOTMENT OF SHARES UNDER RIGHTS ISSUE

On 02nd August, 2024, the Company has allotted 53,27,656 Rights Equity Shares at a price of Rs. 30/- per share including premium of Rs. 20/- per share to the eligible shareholders of the company.

3. PCS CERTIFICATE LINK IN THE EGM NOTICE:

Pursuant to point (t) of the Explanatory statement regarding PCS certificate from Ms. Manisha Godara (Membership No. A36531 and COP No. 13570) of M/s. Manisha Godara and Associates , the link of said certificate is given below
https://www.nandanicreation.com/docs/investors/pcs-certificate-dated-11-02-2025.pdf

4. RE-COMPUTATION UNDERTAKING IN THE EGM NOTICE:

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, Company hereby undertakes as follows: -

1. The Company shall re-compute the price of the Equity Shares & warrants convertible into Equity Shares issued in terms of the preferential allotment under these resolutions 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 and warrants convertible into Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

5. CONFIRMATION REGARDING 90/10 TRADING DAYS PRICE IN THE EGM NOTICE:

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

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

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

i. 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. ₹ 39.29/- per Equity Share; or

ii. 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;

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Nandani Creation Limited

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.

The above information is also available on the Company's website at i.e.www.nandanicreation.com

This for your information and record.

Yours faithfully,

For Nandani Creation Limited

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Gunjan Jain
Company Secretary
M.No.: A45068