

Nandani Creation Limited

JAIPUR KURTI

AMAIVA
BY JAIPUR KURTI

Desi Fusion

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 0513
Fax: 022-26598237, 022-26598238

Dated: 29.05.2023

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing regulations")

Respected Sir,

Pursuant to Regulation 24A of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2023 issued by **M/s Manisha Godara and Associates, Practicing Company Secretaries.**

Kindly take the same on your records and oblige.

Thanks & Regards,
FOR NANDANI CREATION LIMITED



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

CIN No.: L18101RJ2012PLC037976



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



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RAJASTHAN

MAHARASHTRA

KARNATAKA

HARYANA

WEST BENGAL

SECRETARIAL COMPLIANCE REPORT OF

NANDANI CREATION LIMITED

CIN: L18101RJ2012PLC037976

FOR THE YEAR ENDED MARCH 31, 2023

{Pursuant to Regulation 3(b) of the SEBI Circular No CIR / CFD/CMDI/ 27 / 2019 dated February 08, 2019 under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015}

We “MANISHA GODARA AND ASSOCIATES”, COMPANY SECRETARY IN WHOLE TIME PRACTICE, have examined:

- (a) all the documents and records made available to us and explanation provided by “NANDANI CREATION LIMITED” (CIN: L18101RJ2012PLC037976) having its Registered Office at **G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (Website: www.nandanicreation.com)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Share and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable during the review period**)



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the review period)** Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable during the review period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; And
- (j) Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action Advisory/ Clarification/ Fine/ Show Cause/ Notice Warning etc.	Details of Violation	Observation/ Remarks Of Practicing Company Secretary	Management Response	Remarks
-----NIL-----									

- (b) The Listed entity has taken the following actions to comply with the observations made in previous reports;

Sr. No	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action Advisory/ Clarification/ Fine/ Show Cause/ Notice Warning etc.	Details of Violation	Observation/ Remarks Of Practicing Company Secretary	Management Response	Remarks
-----NOT APPLICABLE-----									



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

SR. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<ol style="list-style-type: none"> 1. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or 2. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or 3. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year 	NA	There was no resignation of Auditor during the period under review
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	There was no resignation of Auditor during the period under review
	<ol style="list-style-type: none"> a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has 	-	-



	<p>informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	-	-

III. We report that, during the Review Period the compliance status of the listed entity is appended as below:

SR. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI 	YES YES	- -
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. 	YES	-



	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	YES YES	- -
4.	<p><u>Disqualification of Director:</u> None of the Directors of the Company was disqualified under Section 164 of the Companies Act, 2013</p>	YES	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies Requirement with respect to disclosure of material as well as other subsidiaries 	YES YES	The Listed Entity has one Wholly Owned Subsidiary but is not Material Subsidiary.
6.	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	-
7.	<p><u>Performance Evaluation:</u> The listed Entity has conducted performance evaluation of the Board, independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	YES	-
8.	<p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained</p>	YES YES	
9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	YES	
10.	<p><u>Prohibition of Insider Trading:</u></p>	YES	-

	The listed entity is in compliance with of SEBI (Prohibition of insider Trading) Regulation 3(5) & 3(6) Regulations, 2015.		
11.	<u>Action taken by SEBI or Stock Exchanges, if any:</u> Actions taken against the listed entity its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating procedures issued by SEBI through various circulars) under SIBI Regulations and circulars/ guidelines issued thereunder.	NA	No action was initiated by SEBI or Stock Exchanges.
12.	<u>Additional non compliances, if any:</u> Any additional non-compliance observed for all SFBI regulations/circulars/guidance notes, etc."	NA	All applicable SEBI regulations, circulars/ guidance notes etc. were adhered to by the listed entity.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Place: Delhi
Date: 29.05.2023

Signature:



Name: Manisha Godara
ACS No.: 36531
C P No.: 13570
PR: 1863/2022
UDIN: A036531E000411281