

SYMBOL: NANDANI

ISIN: INE696V01013

Dated: 04.09.2018

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

Subject: Notice of 6th Annual General Meeting pursuant to Regulation 30 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations).

Respected Sir,

We are enclosing herewith the copy of the Notice of 6th AGM scheduled to be held on **Wednesday, the 26th Day of September, 2018 at 3.00 P.M.** at the Registered Office of the Company situated at **G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan, India.**

The Company is in the process of dispatching the copy of **Notice of 6th AGM** along with annual Report to the members of the Company.

The 6th AGM will be the 2nd post listing AGM and its Annual Report will be submitted to the Stock Exchange in due course as required by Regulation 34 of the SEBI LODR Regulations.

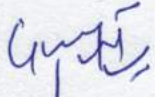
This is in compliance with Regulation 30 read with PART A of Schedule III of SEBI LODR Regulations.

Kindly take the same on your record and display the same on the website of your Stock Exchange.

Thanking You,

Yours faithfully,

For NANDANI CREATION LIMITED


GUNJAN JAIN
COMPANY SECRETARY





NOTICE OF

ANNUAL GENERAL MEETING

NOTICE

NOTICE

NOTICE is hereby given that the Sixth (6th) Annual General Meeting (AGM) of the Members of Nandani Creation Limited will be held on Wednesday, the 26th Day of September, 2018 at 3.00 P.M. at the registered Office of the Company situated at G-13, Kartarpura Industrial area, Near 22 Godam, Jaipur-302006, Rajasthan to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO: 1 Adoption of Audited Standalone Financial Statements:

To consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon;

Adoption of Audited Consolidated Financial Statements:

To consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 together with the reports of the Board of directors and Auditors thereon;

ITEM NO: 2 Re-Appointment of Directors liable to retire by rotation:

To Re-appoint a Director Mrs. Vandna Mundra (DIN: 05202403) who is liable to retire by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

ITEM NO: 3 To Approve the Power of the Board U/s 180(1)(a) of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and 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), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any of the part of the Undertaking of the Company whose so ever situated, both present and future and the whole or any part of the undertaking of the Company manner as the Bank may deem fit, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/to be entered into by the

Company in respect of the said Loans, shall not, at time exceed the limit of Rs. **100.00 Crores (Rupees Hundred Crores Only)**.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all such acts, deeds, matter and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

ITEM NO: 4 To Approve Borrowing Powers of the Company U/s 180(1)(c) of the Companies Act, 2013:

To Consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Members of the Company hereby accords its consent to the Board of Directors for Borrowing any sum or sums of money from time to time from any one or more of the Company Bankers and/or from any one or more other persons, firms, body corporate or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the

Company's Bankers in Ordinary course of Business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, this is to say, reserves not set apart for any specific purpose such that the total borrowings shall not exceed **Rs. 100.00 Crores (Rupees Hundred Crores Only)** excluding of any interest or charges but including the Borrowing already availed and the Directors are hereby authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize, settle and execute such documents/deeds/writings /papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s), Director(s) or any Officer(s) of the Company to do all such acts, deeds and things as it may in its absolute discretion deem necessary proper and fit."

ITEM NO: 5 To Authorize the Board of Directors to grant loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.

To Consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of

NOTICE

the Company and subject to necessary approvals, if required, approval of the members be and is hereby accorded to the Board of Directors for : i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and / or iii) for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs. 100 Crore (Rupees One Hundred Crore Only)."

"RESOLVED FURTHER THAT the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution."

ITEM NO: 6 Approval of the Remuneration payable to Mr. Anuj Mundhra, Managing Director in accordance with Section 197 read with Schedule V of the Companies Act, 2013.

To Consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board for remuneration payable to Mr. Anuj Mundhra, Managing Director (DIN: 05202504) of the Company for the financial year 2018-19 to 2020-2021 exceeding 5% of the Net Profits of the Company payable to him individually and in combination/totality with other directors exceeding 10% of the Net Profit with the authority to the Nomination & Remuneration Committee to decide the quantum, composition and periodicity of payment of such remuneration."

"RESOLVED FURTHER THAT in partial modification of the resolution passed at the 4th Annual General Meeting of the Company held on 30th September, 2016 for appointment and remuneration payable to Mr. Anuj Mundhra, Managing Director and pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Members be and is hereby accorded that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid the remuneration as may be determined by the Nomination & Remuneration Committee which shall also have the authority to decide the quantum, composition and periodicity of payment of such remuneration subject however that such remuneration shall not exceed the limit prescribed under Section II, Part II (A) (1)(ii) of Schedule V of the Companies Act, 2013.

NOTICE

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO: 7 Approval of the Remuneration payable to Mrs. Vandna Mundhra, Whole-Time Director in accordance with Section 197 read with Schedule V of the Companies Act, 2013

To Consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board for remuneration payable to Mrs. Vandna Mundhra, Whole-Time Director (DIN: 05202403) of the Company for the financial year 2018-19 to 2020-2021 exceeding 5% of the Net Profits of the Company payable to him individually and in combination with other directors exceeding 10% of the Net Profit with the authority to the Nomination & Remuneration Committee to decide the quantum, composition and periodicity of payment of such remuneration."

"RESOLVED FURTHER THAT in partial modification of the resolution passed at the 4th Annual General Meeting of the Company held on 30th September, 2016 for appointment and remuneration payable to Mrs. Vandna Mundhra, Whole-Time Director and pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Members be and is hereby accorded that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Whole-Time Director shall be paid the remuneration as may be determined by the Nomination & Remuneration Committee which shall also have the authority to decide the quantum, composition and periodicity of payment of such remuneration subject however that such remuneration shall not exceed the limit prescribed under Section II, Part II (A) (1)(ii) of Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO: 8 Approval of the Remuneration payable to Mrs. Sunita Devi Mundhra, Whole-Time Director in accordance with Section 197 read with Schedule V of the Companies Act, 2013

To Consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board for remuneration payable to Mrs. Sunita Devi Mundhra, Whole-

NOTICE

Time Director (DIN: 05203015) of the Company for the financial year 2018-19 to 2020-2021 exceeding 5% of the Net Profits of the Company payable to him individually and in combination with other directors exceeding 10% of the Net Profit with the authority to the Nomination & Remuneration Committee to decide the quantum, composition and periodicity of payment of such remuneration."

"RESOLVED FURTHER THAT in partial modification of the resolution passed at the 4th Annual General Meeting of the Company held on 30th September, 2016 for appointment and remuneration payable to Mrs. Sunita Devi Mundhra, Whole-Time Director and pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Members be and is hereby accorded that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Whole-Time Director shall be paid the remuneration as may be determined by the Nomination & Remuneration Committee which shall also have the authority to decide the quantum, composition and periodicity of payment of such remuneration subject however that such remuneration shall not exceed the limit prescribed under Section II, Part II (A) (1)(ii) of Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By the Order of the Board
For NANDANI CREATION LIMITED

Sd/-
GUNJAN JAIN
(COMPANY SECRETARY)

DATE: 25.08.2018
PLACE: JAIPUR

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

NOTICE

IMPORTANT NOTES:

(1) PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY (A COPY OF THE PROXY FORM IS ATTACHED AT THE LAST PAGE OF THE ANNUAL REPORT). THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10(TEN) PER CENT OF THE TOTAL SHAREHOLDING OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

(2) EXPLANATORY STATEMENT: The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of business under Item 3 to Item 8 with respect to the Special Businesses of the above notice annexed hereto.

M/s Ashok Holani & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company at 3rd AGM held on 30th September, 2015. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending Section 139 of the Companies Act, 2013 and the Rules framed there under, the mandatory requirement for

ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

(3) AUTHORISED REPRESENTATIVE: Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

(4) ATTENDANCE SLIP & ANNUAL RETURN: Members/Proxies/Authorized Representatives should bring their copy of the Annual Reports and Financial Statements along with their Attendance Slip attached herewith duly filled and signed in accordance with Specimen Signatures registered with the company to attend the meeting.

(5) JOINT HOLDERS: In case of Joint Holder's attending the Meeting, the Joint Holder who is higher in the Order of name will be entitled to vote.

(6) INSPECTION OF REGISTERS: The Register of Directors & Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the AGM.

(7) The Company has made necessary arrangements for the members to hold their shares in dematerialized form. Members are also entitled to make nomination in respect of

the shares held by them in dematerialized form with their respective DPs. Those members who are holding shares in physical form are requested to dematerialize their shares by approaching any of the registered DPs. In case any member wishes to dematerialize his/her/its shares and needs any assistance, he/she/ it may write to the Company Secretary at the Registered Office of the Company.

(8) CLOSURE OF BOOKS: The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, the 19th Day of September, 2018 to Wednesday, the 26th Day of September, 2018** for the purpose of the Annual General Meeting. The Book closure dates have been fixed in consultation with the Stock Exchange.

(9) UPDATION OF MEMBER DETAILS: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant or contact our Registrar and Transfer Agent i.e. **Big Share Services Private Limited**.

(10) INTIMATION OF CHANGE IN THE DETAILS:

Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. **Big Share Services Private Limited (Mumbai)**. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends (If any).

(11) DISPATCH OF ANNUAL REPORT: Pursuant to the provisions of Sections 101 and 136 of the Act read with the Companies (Accounts) Rules, 2014 Annual Report for the Financial Year 2017-18, the notice of the 6th Annual General Meeting along with Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a physical Copy of the document. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode.

(12) RE-APPOINTMENT OF DIRECTORS: In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Vandna Mundhra (DIN: 05202403) Whole Time Director of the Company, retires by rotation at the ensuing meeting & being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.

NOTICE

Brief resume of the Director proposed to be re-appointed, nature of her expertise in specific functional areas, names of Companies in which she hold directorships & memberships/chairmanships of Board Committees, Shareholding & relationships between directors inter-se as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange, are provided in the Annexure to the notice.

(13) COMPLIANCE UNDER REGULATION 136(1):

The Annual Report of the Company will be available on the Company's website <https://www.nandancreation.com/>. As per Section 136(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@jaipurkurti.com.

(14) REMOTE E-VOTING: As per As per Notification issued by Ministry of Corporate Affairs dated 19th Day of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI(ICDR) Regulations, 2009 will be exempted from E-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on NSE Emerge-SME Platform of National Stock Exchange of India Limited. Therefore, Company is not providing remote e-voting facility to its shareholders.

(15) INSPECTION: Relevant Documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all working days up to the date of the Annual General Meeting.

(16) A person who is not a member as on cut-off date should treat this notice for Information purpose only.

(17) As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs has permitted the Companies to serve the documents, namely Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor's Report, Board's Report etc. to the Members through e-mail. The Shareholders holding shares in physical form are requested to register their E-mail Address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio No. name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).

(18) Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with the Secretarial Standards on General Meeting (SS 2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

(19) NRI SHAREHOLDERS: The non-resident Indian shareholders are requested to inform the company immediately about:

1. The change in the residential status on return to India for Permanent settlement.
2. The particulars of NRO bank account in India if not furnished Earlier.

NOTICE

(20) ROUTE-MAP: A route Map showing directors to reach the Venue of the Meeting is given at the end of this Notice.

REQUEST TO MEMBERS:

Members are requested to send their question(s), if any, relating to the financial statements, shareholding etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company at least 7 days in advance, so that the answers/details can be kept ready at the AGM.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE:

ITEM NO.: 3

To Approve the Power of the Board U/s 180(1)(a) of the Companies Act, 2013:

The Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

ITEM NO.: 4:

To Approve Borrowing Powers of the Company U/s 180(1)(c) of the Companies Act, 2013:

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 100.00 Crores.

It is recommended that the resolution be passed as special resolution. None of the Directors or Key Managerial Personnel is interested or concerned in the Resolution

ITEM NO.: 5:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with

NOTICE

the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

Aggregate amount of the loans and investments, the amount for which guarantees and securities provided by the Company may exceed the limits of 100% of free reserves and securities premium account in the near future.

The Board of Directors via unanimous resolution passed in its meeting held on 25th August, 2018 approved giving of any loan, guarantee or making investment in shares, debentures etc. upto an amount of Rs.100 Crore.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 in the Notice for approval by the members.

ITEM NO.: 6, 7 & 8:

Mr. Anuj Mundhra was appointed as the Managing Director, Mrs. Vandna Mundhra was appointed as the Whole-Time Director and Mrs. Sunita Devi Mundhra was appointed as the Whole-Time Director on Tuesday, the 16th Day

of August, 2018 and their remuneration was revised in the 4th AGM on 30.09.2016.

As per the requirement of Section 197 of the Companies Act, 2013, member's approval by way of Special Resolution is required when the remuneration payable to any one Managing Director or whole-Time Director or Manager exceeds five per cent Of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.

In accordance with Schedule V Part II of the Act, Members approval by way of Special Resolution is required for payment of remuneration to Managing Director and Whole-time Directors in excess of limits prescribed under Section 197 of the Companies Act, 2013, in case of company having no profits or inadequate profits.

Minimum Remuneration in case of lack or inadequacy of profits:

Where in any financial year during the currency of the tenure of the Managing Director and Whole-Time Directors, we have Nil Profits or the Profits are inadequate, the remuneration shall be paid as under:

1. Remuneration payable not exceeding the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013, based on the effective capital of the Company and in accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

NOTICE

I. GENERAL INFORMATION	
Nature of industry	Manufacturing of Apparels
Date or expected date of commencement of commercial production	Company was incorporated on 21 st February, 2012 and the commercial production of the Company consequent upon Conversion from Private Company to Public Company was started on 12 TH Day of August, 2016
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The details of financial performance of the Company for the years 2016-17 and 2017-18 are provided in the Annual Report 2018 which accompanies this Notice.
Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The Company has one Subsidiary the details of which are given in the Annual Report 2018 which accompanies this Notice.
II. Information about the appointee	
Background details	<p>Mr. Anuj Mundhra is the Chairman & Managing Director of the Company.</p> <p>Mrs. Vandna Mundhra is the Whole-Time Director of the Company.</p> <p>Mrs. Sunita Devi Mundhra is the Whole-Time Director of the Company.</p>
Past Remuneration	**Details of past remuneration are presented Below
Recognition or awards	<p>Under the leadership of Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra, your Company has received a award of</p> <p>(1) SKOCH ORDER OF MERIT for qualifying amongst Top 100 SME's in India on 12.03.2018</p> <p>(2) Honored with A Grove of 25 Trees at the periphery of Sitamata Wildlife Sanctuary,</p>

NOTICE

	Rajasthan India by National Stock Exchange of India Limited on 10.10.2016 etc.
Job profile and their suitability	<p>Mr. Anuj Mundhra aged 38 years is the Chairman and Managing Director of our Company. He is a first generation entrepreneur and has experience in this industry for around a decade. His rich experience and dedication has contributed immensely in the development of the Company. He is the key person in formulating and implementation of business strategy for growth & expansion and looks after overall business operations.</p> <p>Vandna Mundra, aged 38 years, is the Whole-time Director of our Company. She has been the Director of our Company since incorporation. She has an experience of about four years in apparel industry. She is highly intellect in the field of designing apparels and constantly works towards the designing the products of our Company. She handles our designing department and keeps the team updated with the latest on-going trends.</p> <p>Sunita Devi Mundhra aged 57 years, has been a strong support and has nurtured the Company with values. She is associated with the Company since incorporation as a Director. Moreover she has approx. 9 years of experience in this industry and currently looks after the Human Resource of the Company.</p>
Remuneration proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of WTD/MD levels of similar sized Apparel companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Directors does not have any pecuniary relationship with the Company except remuneration paid to them as Managing Director/ Whole-time Directors and as a shareholder to the extent of their respective shareholding directly and indirectly in the Company.

NOTICE

III. Other information	
Reasons of loss or inadequate profits	The Company's products require more brand visibility when compared to well established Apparel Brands. The Company continues to invest heavily in Manufacturing and Machineries Installations and has considerable borrowings, leading to higher interest costs. These have resulted in the Company making Inadequate Profits.
Steps taken or proposed to be taken for improvement	The Company has been earning profits in the past consistently on standalone basis and we expect to do well in future also. The Company has earned a profit of Rs. 95.57 Lacs On a consolidated basis and the expected sale of the Company for the F.Y. 2018-19 is estimated to be Rs. 55 Crores approx.
Expected increase in productivity and profits in measurable terms:	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future.
Disclosures	As required, the information is provided under Board's Report Annexure Section of Annual Report 2018.

The Board recommends the Resolutions as set out at Item no. 6, 7 & 8 of the Notice as Special Resolutions, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Anuj Mundhra, Managing Director, Mrs. Vandna Mundhra, Whole-time Director and Mrs. Sunita Devi Mundhra, Whole-time Director and Mr. Dwarka Dass Mundhra, Chief Financial Officer of the Company and their relatives in respect of their own appointments only, are concerned or interested in this resolution.

****Past Remuneration:**

The remuneration paid to for the financial years 2016-17 & 2017-18 is as follows:

S.No.	Particulars	2016-17	2017-18
1.	Mr. Anuj Mundhra	715000	1080000
2.	Mrs. Vandna Mundhra	795000	1080000
3.	Mrs. Sunita Devi Mundhra	570000	720000

NOTICE

Place: Jaipur
Date: 25.08.2018

By Orders of the Board of Directors
For Nandani Creation Limited

Sd/-
Gunjan Jain
Company Secretary
ACS: 45068

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

ANNEXURE

ADDITIONAL INFORMATION (AS ON MARCH 31, 2018) OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 6th ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Name of Director	Mrs. Vandna Mundhra
Date of Birth	22.02.1981
Date of Appointment	21.02.2012
Qualifications	Bachelor of Arts (B.A.)
Expertise in specific function area	Fashion Designing,
Brief Profile	Mrs. Vandna Mundhra has been on the board of the company since incorporation of the company. She possesses valuable experience in managing the issues faced by large and complex corporations. Mrs. Vandna Mundhra was paid remuneration by the company to discharge her duties.
Directorship held in other listed companies excluding foreign companies	--
Member of Committees in other listed Companies	None
Shareholding in the company	486790
Relationship with other Directors and Key Managerial Personnel	Mrs. Vandna Mundhra is the wife of Mr. Anuj Mundhra, Daughter in Law of Mr. Dwarka Dass Mundhra & Mrs. Sunita Devi Mundhra
No. of Meetings attended during the Financial Year	Mrs. Sunita Devi Mundhra attended 12 meetings out of the 12 meetings of the Board of Directors of the Company.
Terms and Conditions of appointment	To enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013, Mrs. Vandna Mundhra is being made liable to retire by rotation.

ATTENDANCE SLIP

ATTENDANCE SLIP

(to be presented at the entrance)

6TH ANNUAL GENERAL MEETING ON WEDNESDAY, THE 26TH DAY OF SEPTEMBER, 2018 AT 3.00 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 6 TH Annual General Meeting of the Company held at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan on Wednesday, the 26th Day of September, 2018 at 3.00 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 **6th Annual General Meeting** of the Company to be held on the **Wednesday, the 26th Day of September, 2018** at **3.00 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.	Resolution
ORDINARY BUSINESS	
1.	Adoption of Audited Financial Statements and Consolidated Financial Statements for the year ended March 31, 2018

2.	Appointment of Director liable to retire by rotation.
SPECIAL BUSINESS	
3.	To Approve the Power of the Board U/s 180(1)(a) of the Companies Act, 2013
4.	To Approve Borrowing Powers of the Company U/s 180(1)(c) of the Companies Act, 2013
5.	To Authorize the Board of Directors to grant loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.
6.	Approval of the Remuneration payable to Mr. Anuj Mundhra, Managing Director in accordance with Section 197 read with Schedule V of the Companies Act, 2013.
7.	Approval of the Remuneration payable to Mrs. Vandna Mundhra, Whole-Time Director in accordance with Section 197 read with Schedule V of the Companies Act, 2013
8.	Approval of the Remuneration payable to Mrs. Sunita Devi Mundhra, Whole-Time Director in accordance with Section 197 read with Schedule V of the Companies Act, 2013

Signed this 25th Day of August, 2018

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.

To,

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

Subject: Updation of Shareholder Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.	
Name of the first named Shareholder	
PAN	
CIN/Registration No. (Applicable to Corporate Shareholders)	
Tel No. with STD Code	
Mobile No.:	
E Mail ID	

*Self Attested Copy of the Document(s) enclosed

Bank Details:

IFSC Code (11 Digit)	
MICR (9 Digit)	
Bank A/c Type	
Bank A/c No.:	
Name of the Bank	
Bank Branch Address	

*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No.

PLACE:

DATE:

SIGNATURE OF SOLE/FIRST HOLDER

ROUTE MAP & CONTACT INFORMATION



Address:

G/13, Kartarpura Industrial Area,
Bais Godam, Jaipur, Rajasthan

Phone: (+91) 141 4037596 - 4029596

Whatsapp: (+91) 9314966969