

Nandani Creation Limited



SYMBOL: NANDANI

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: 04.09.2020

Subject: Submission of Annual Report for the Year Ended 2019-20.

Reference: Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Respected Sir,

In compliance with Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are forwarding herewith a copy of Annual report of the Company for the Financial Year 2019-20 which is being dispatched to the members of the company for approval and adoption by the members of the Company at the 8th Annual General Meeting of the company to be held on **Monday, the 28th Day of September, 2020 at 3:00 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Copies of the Annual report are available at our website: www.nandanicreation.com.

Please acknowledge the receipt and oblige.

Thanks & Regards,
FOR NANDANI CREATION LIMITED



GUNJAN JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above

CIN No.: L18101RJ2012PLC037976



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



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+91-141-4029596



info@jaipurkurti.com
www.jaipurkurti.com

RAJASTHAN

MAHARASHTRA

KARNATAKA

HARYANA

WEST BENGAL

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHT ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF NANDANI CREATION LIMITED WILL BE HELD ON MONDAY, 28TH DAY OF SEPTEMBER, 2020 AT 3:00 P.M. IST THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO VISUAL MEANS (AOVM) TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone & Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To Appoint Mrs. Sunita Devi Mundhra (DIN: 05203015), who retire by rotation as a director and being eligible, offers herself for re-appointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the Members of the Company, be and is hereby accorded for the re-appointment of Mrs. Sunita Devi Mundhra (DIN: 05203015), as a "Director", to the extent that she is required to retire by rotation"

SPECIAL BUSINESS:

3. To Re-appoint M/s Ashok Holani & Company (Chartered Accountants) as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 139 and Section 142 of the Companies Act, 2013 read with The Companies(Audit and Auditors) Rules, 2014, or any amendment thereto or modification thereof, **M/s Ashok Holani & Company (Chartered Accountants) (FRN: 009840C)**, having place of office at Jaipur, be and is hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting to be held in the Financial Year 2025 & that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors."

RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions."

4. To Alter The Object Clause Of Memorandum Of Association by way of Insertion Of New Clause in this regard, pass the following resolution as a Special Resolution:-

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

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

4. To Manufacture, Buy, Sell, Supply, Stock or otherwise deal in all kind of Personal protective equipment (PPE) / N95 Mask with and without respirators, 3 ply disposable mask and other similar items.

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

5. **To consider and approve the payment of remuneration to Mr. Anuj Mundhra, Chairman and Managing Director of the Company for a further period of 1 (One) year w.e.f. 01.04.2020 of his present tenure and if thought fit, pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Members be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in **Section II of Part II of Schedule V** to the Companies Act, 2013 to Mr. Anuj Mundhra, Chairman and Managing Director of the Company for a further period of 1(One) year of his tenure w.e.f. 01.04.2020 as Rs. 2,25,000/- (Two Lacs Twenty Five Thousand Only) per month in accordance with the terms as mentioned in the Agreement executed at the time of appointment as the Managing Director & on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Anuj Mundhra, Chairman and Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

DATE: 01.09.2020 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY)
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses are set in Item No. 3-5 are annexed hereto and pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 ("Listing Regulations"). Additional information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mrs. Sunita Devi Mundhra, who retires by rotation in the 8th Annual General Meeting are made part of their respective explanatory statements.
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 AGM 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 AGM of the Company is being held through VC/OAVM. In accordance with the MCA Circulars, special business mentioned at **Item Nos. 3-5** of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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 AGM 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 21st September, 2020 to Monday, 28th September, 2020** (both days inclusive).
7. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment.
8. Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:
 - i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).
9. 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.
10. 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 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).

11. 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 AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the Company’s website www.nandancreation.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
12. 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.
13. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is **Tuesday, 01st September, 2020.**
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection, to the Members attending the AGM.
16. 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.
17. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar & Share Transfer Agent for consolidation into single folio.
18. 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.
19. 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.
20. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company before the date of the AGM through Email on info@jaipurkurti.com. The same will be replied by/ on behalf of the Company suitably.
21. 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.
22. The Chairman shall, at the AGM, 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 AGM through VC/AOVM.

23. 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 AGM, 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 AGM.
24. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website www.nandanicreation.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.
25. 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.
26. Since, the AGM 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 Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

- i. The voting period begins on **Thursday, 24th Day of September, 2020 at 9.00 A.M. and ends on Sunday, 27th day of September, 2020 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 **21st September, 2020** 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 AGM 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 AGM.
- 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 AGM 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 AGM may also attend /participate in the AGM 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. - 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.
 - 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 AGM THROUGH VC / OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM 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 AGM through VC/OAVM shall open 15 minutes before the scheduled time for the AGM.
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.
6. Shareholders who would like to express their views or ask questions during the AGM 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 AGM 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015(AS AMENDED FROM TIME TO TIME), AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

I. ITEM NO. 2

Name of Director	SUNITA DEVI MUNDHRA
Date of Birth	12.02.1961
Date of appointment	21.02.2012
Expertise in specific functional areas	Mrs. Sunita Devi Mundhra has been on the board of the company since incorporation of the company. He possesses valuable experience in managing the issues faced by large and complex corporations. Mrs. Sunita Devi Mundhra was paid remuneration by the company to discharge his duties.
No. of Equity Share held in the Company	6.47.250
No. of Meetings attended during the Financial Year 2019-20	6
Qualification	She has appx 9 years of experience in the Textile industry.
List of Directorship of other Boards	1. Desi Fusion India Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Chairman/Member of the Committee of the Board of Directors of other Companies	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 3

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014 made, thereunder, the present Statutory Auditors of the Company, M/s Ashok Holani & Company, Chartered Accountants, Jaipur (FRN: 009840C) will hold office until the conclusion of ensuing Annual General Meeting and seeks re-appointment for a further period of five years.

The Board of Directors in its meeting held on 01.09.2020, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s Ashok Holani & Company, Chartered Accountants, Jaipur as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five years from the conclusion of Eighth Annual General Meeting till the conclusion of the thirteen Annual General Meeting of the Company in the Year 2025.

M/s Ashok Holani & Company, Chartered Accountants, Jaipur have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

ITEM NO. 4

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

Our Company is presently dealing in the **manufacturing and trading of Women Apparels** like Kurtis, Salwar Dupattas, Pants, Dresses, Palazzos, Leggings, different variety of Bottom wears, Dupattas, Tops etc. with our brands "**JaipurKurti.com**" & "**Amaiva**".

Due to the outbreak of COVID-19, the **Personal Protective Equipment (PPE), N95 Masks with respirators and without respirators/3 ply disposable mask and other similar items will be essential commodities** and demand of these products will surge in the market. The Company would like to explore the opportunity in the area by carrying on the business of these items via wholesaling, trading, supplying etc. of these essential items by utilizing available resources in such a manner that it is beneficial for both the Company and the Country.

Our Company is presently dealing with the Textile Products only and can carry this business of mask manufacturing/Personal Protective Equipments in a correct and right manner.

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

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

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

The Board at its meeting held on 01.09.2020 has approved alteration of the Memorandum of Association of the Company and the Board now seeks Members' approval for the same.

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

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

The Board accordingly recommends the Special Resolution set out at **Item No. 4** of the accompanying Notice for approval of the Members.

ITEM NO. 5:

Mr. Anuj Mundhra was appointed as a Director w.e.f. 21.02.2012 and as a Managing Director of the Company w.e.f. 16.08.2016 by the Board. The same was subsequently approved by the Members at the Extra Ordinary General Meeting held on 17.08.2016.

Further, considering the contribution of Mr. Anuj Mundhra and the progress made by the Company with her guidance and on the recommendation of Nomination & Remuneration Committee and Audit Committee, the Board at its meeting held on 01.09.2020 approved the increase in her remuneration for a further period of 1 (One) year w.e.f. 01.04.2020 of his present tenure as Rs. 2,25,000/- (Two Lacs Twenty Fifty Thousand Only) per month in accordance with the terms as mentioned in the Agreement executed at the time of appointment as the Managing Director and such other terms and conditions enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration is required to be approved by the members of the Company at their meeting due to inadequacy of profits.

It is hereby confirmed that, the Company has not committed any default in respect of any of the debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall remuneration may exceed the limits in Section 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Anuj Mundhra, Managing Director of the Company.

Pursuant to clause (iv) of Section II of Schedule V of the Companies Act, 2013 the following statements given:

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 2019-2020 are provided in the Annual Report 2020 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 2020 which accompanies this Notice.
II. Information about the appointee	
Background details	Anuj Mundra aged 39 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.
Past Remuneration	**Details of past remuneration are presented Below
Recognition or awards	Under the leadership of Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra, your Company has

	received a award of (1) SKOCH ORDER OF MERIT for qualifying amongst Top 100 SME's in India on 12.03.2018 (2) Honored with A Grove of 25 Trees at the periphery of Sitamata Wildlife Sanctuary, Rajasthan India by National Stock Exchange of India Limited on 10.10.2016 etc.
Job profile and their suitability	Mr. Anuj Mundhra aged 39 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.
Remuneration proposed	Rs. 2,25,000 per month in accordance with the terms & conditions as mentioned in the Agreement executed between the Company and the Managing Director at the time of his appointment in the F.Y. 2016-17.
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 Part II 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.
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 reason being for less profits is that our Company has opened Two More Retail stores in the F.Y. 2019-20 and has re-launched its 1st Store with the name "JaipurKurti.com" The Company has recently started the manufacturing of N95 Mask with and without respirators/PPE's in order to combat the spread of COVID-19 and to serve the country. The Company has earned a profit of Rs. 85.22 Lacs on a consolidated basis.
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 2020.

The Board recommends the Resolutions as set out at **ITEM NO. 5** 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 2017-18 & 2018-19 is as follows:

S.No.	Particulars	2017-18	2018-19
1.	Mr. Anuj Mundhra	1080000	1080000
	TOTAL	1080000	1080000

DATE: 01.09.2020 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY)
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	