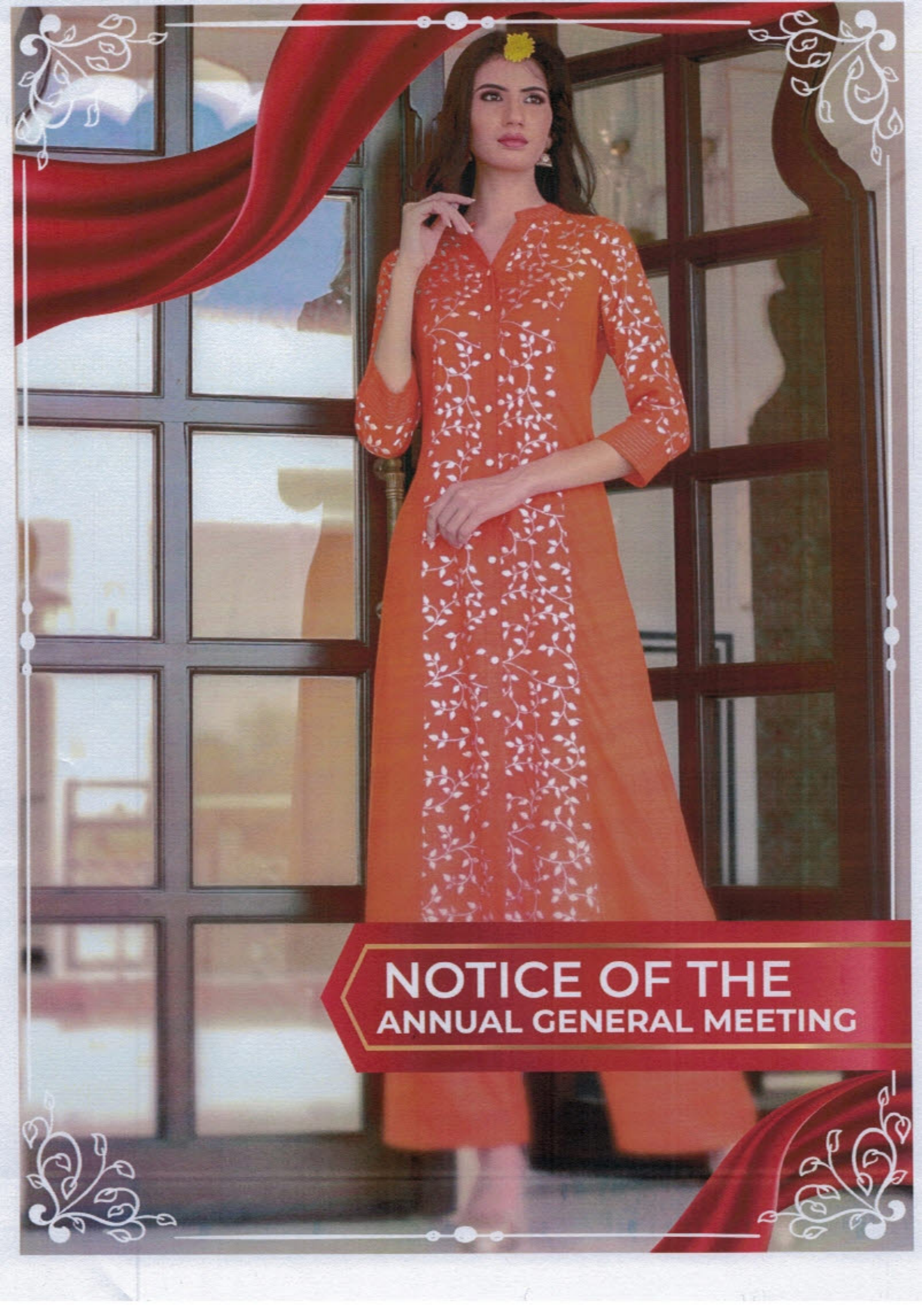


A woman with long dark hair and a yellow flower in her hair stands in front of a large, multi-paned window. She is wearing a long, orange dress with a white floral pattern. A red curtain is partially visible on the left side of the window. The image is framed by decorative white vine patterns in the corners.

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE

NOTICE

NOTICE is hereby given that the Seventh (7th) Annual General Meeting (AGM) of the Members of Nandani Creation Limited will be held on Monday, the 30th Day of September, 2019 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, 2019 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, 2019 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 Mr. Anuj Mundhra (DIN: 05202504) who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

ITEM NO: 3 To Approve continuation of payment of Remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of threshold limits as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. [SEBI (LODR) (Amendment) Regulations, 2018]:

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

"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the continuation of payment of remuneration, which falls in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) to Mr. Anuj Mundhra, Chairman & Managing Director (Promoter), Mrs. Vandna Mundhra, Whole-Time Director (Promoter) and Mrs. Sunita Devi Mundhra, Whole-Time Director (Promoter) as per existing terms and conditions as approved by the shareholders in their 4th Annual General Meeting held on 30th September, 2016 till the expiry of their current terms.

"RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Board of Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions."

"RESOLVED FURTHER THAT the Board is be and hereby authorized to take all 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: 26.08.2019
PLACE: JAIPUR



www.nandanicreation.com

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

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 with respect to the Special Business of the above notice annexed hereto. The relevant details as required, under Regulation 26(4) and 36(3) of the SEBI LODR Regulations and as per Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment or re-appointment at this Annual General Meeting are also annexed.

(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 **Monday, the 23rd Day of September, 2019 to Monday, the 30th Day of September, 2019 (Both Days Inclusive).**

(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.

As per Regulation 40 of Securities and Exchange Board of India 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 Registrars and Transfer Agents, **BigShare Services Private Limited** for assistance in this regard.

(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 2018-19, the notice of the 7th 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, Mr. Anuj Mundhra (DIN: 05202504) Managing Director of the Company, retires by rotation at the ensuing meeting & being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

(13) COMPLIANCE UNDER REGULATION 136(1):

The Annual Report of the Company will be available on the Company's website

<https://www.nandanicreation.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 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, 2018 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.

The Members vide resolution dated 30th September, 2015 had appointed M/s Ashok Holani & Co., Chartered Accountants (FRN:) as Statutory Auditors of the Company to hold office till the conclusion of the 8th Annual General Meeting of the Company to be held in the Calendar Year 2020, subject to ratification of such appointment by

Members at every AGM. The requirement of ratification by Members at every AGM is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, the Board has not recommended ratification for the appointment of Statutory Auditors. However the Board has noted the confirmation received from /s Ashok Holani & Co., Chartered Accountants, to the effect that their appointment is in compliance of Sections 139 and 141 of the Act and rules made thereunder.

(15) **INSPECTION:** Relevant Documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company between 11.30 A.M. to 12.30 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.

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

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 continuation of payment of Remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of threshold limits as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. [SEBI (LODR) (Amendment) Regulations, 2018]:

As per the recently introduced Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

(a) The annual remuneration payable to such executive director exceeds rupees 5 Crores or 2.5 per cent of the net profits of the Company (calculated as per the provisions of Section 198 of the Companies Act, 2013), whichever is higher; or

(b) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company (calculated as per Section 198 of the Companies Act, 2013).

Currently, there are three Executive Directors in the Board of the Company who are promoters and members of the promoter group. Mr. Anuj Mundhra, Chairman and Managing Director and Mrs. Vandna Mundhra, Whole Time Director and Mrs. Sunita Devi Mundhra, Whole-Time Director are the promoters of the Company. The Shareholders have approved their remuneration and any alterations in the remuneration payable to them within the limits as prescribed at that time under Companies Act, 2013, while approving the change in their designations in the 4th Annual General Meeting held on 30th September, 2016.

The remuneration of the above mentioned Executive Directors in aggregate falls in excess of 5 per cent of the net profits of the Company in aggregate. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their terms in order to comply with the above mentioned recently introduced Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The Board approved the above proposal in their meeting held on 26th August, 2019 after considering the contributions of Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra towards the overall growth and development of the Company.

The Board recommends the resolution as set out in Resolution No. 3 of the Notice for approval by the Members as Special Resolution.

Except Mr. Anuj Mundhra, Mrs. Vandna Mundhra & Mrs. Sunita Devi Mundhra and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

By the Order of the Board
For NANDANI CREATION LIMITED

Sd/-

GUNJAN JAIN

(COMPANY SECRETARY)

DATE: 26.08.2019

PLACE: JAIPUR

Registered Office:

G-13, KARTARPURA INDUSTRIAL AREA,

NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN

CIN: L18101RJ2012PLC03797

ANNEXURE TO THE EXPLANATORY STATEMENT

ADDITIONAL INFORMATION (AS ON MARCH 31, 2019) OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 7th ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS DIRECTOR UNDER RESOLUTION NO. 3, IS AS UNDER:

Name of Director	Mr. Anuj Mundhra
Date of Birth	30.07.1981
Date of Appointment	21.02.2012
Qualifications	B.Com
Expertise in specific function area	Rich Experience in Sales, Marketing, Finance etc..
Brief Profile	<p>Mr. Anuj Mundra, aged 38 years, is the Promoter, Chairman and Managing Director of our Company. He has been director of our Company since Incorporation. He looks after overall business of the company. He is the key person in formulating and implementation of Business strategy for growth & expansion and has been the front face of the company in dealing with suppliers, vendors, customers, etc.</p> <p>Under his Marketing Leadership, the Company has gained many valued customers.</p> <p>Presently, he is the Chairman & Managing Director of the Company.</p>
Terms and Conditions of Appointment along with the remuneration sought to be paid	<p>As per the resolution passed by the members of Nandani Creation Limited at the 4th Annual General Meeting held on 30th September, 2016 Mr. Anuj Mundra has been appointed as Chairman & Managing Director for a period five years w.e.f. August 16, 2016 to August 15, 2021. In terms of Section 152 of the Companies Act, 2013, he retires by rotation at the Meeting and being eligible offer himself for re-appointment.</p>
Directorship held in other listed companies excluding foreign companies	--
Member of Committees in other listed Companies	Yes
Shareholding in the company as on 31 st March, 2019	1018890
Relationship with other Directors and Key Managerial Personnel	Mr. Anuj Mundhra is the Husband of Mrs. Vandna Mundhra, Son of Mr. Dwarka Dass Mundhra & Mrs. Sunita Devi Mundhra
No. of Meetings attended during the Financial Year	Mr. Anuj Mundhra attended 7 meetings out of the 7 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, Mr. Anuj Mundhra is being made liable to retire by rotation.



ATTENDANCE SLIP

ATTENDANCE SLIP
(to be presented at the entrance)

7th ANNUAL GENERAL MEETING ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 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 7 th Annual General Meeting of the Company held at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan on Monday, 30th Day of September, 2019 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 7th Annual General Meeting of the Company to be held on the **Monday, the 30th Day of September, 2019 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, 2019
2.	Appointment of Director liable to retire by rotation.
SPECIAL BUSINESS	
3.	To Approve continuation of payment of Remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of threshold limits as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. [SEBI (LODR) (Amendment) Regulations, 2018]

Signed this 26th Day of August, 2019

Signature of Shareholder :-----

Signature of Proxy Holder(s) :-----

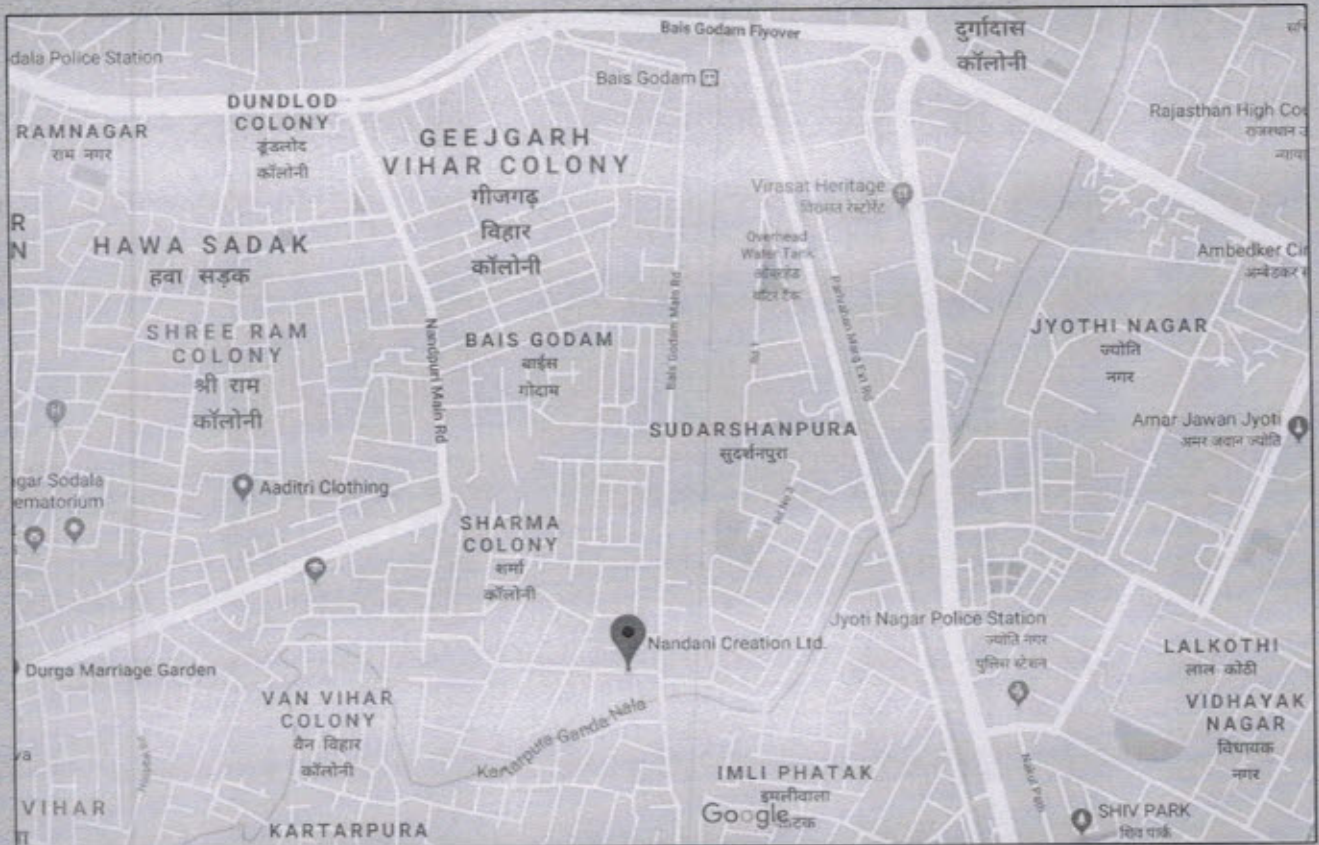
Note:

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.



www.nandancreation.com

ROUTE MAP



ADDRESS :

G/13, KARTARPURA INDUSTRIAL AREA,
BAIS GODAM, JAIPUR, RAJASTHAN

PHONE : +91-141 4037596 , 4029596

WHATSAPP : +91-9314966969

