

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: 01.09.2017

Subject: Notice of 5th Annual General Meeting of "NANDANI CREATION LIMITED" ("Company")

Respected Sir,

We are enclosing herewith the copy of the **Notice of the 5th Annual General Meeting (AGM)** scheduled to be held on **Monday, the 25th Day of September, 2017 at 3.00 P.M.(IST)** at the Registered Office of the Company situated at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan.

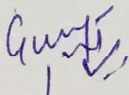
The Company is in the process of dispatching the copy of the Notice of the 5th AGM along with the Annual Report to the shareholders of the Company.

The 5th Annual Report will be submitted to the Stock Exchange in due course as required under Regulation 34 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations).

This is in Compliance with Regulation 30 read with Part A of Schedule III of the Listing Regulations, 2015.

Kindly acknowledge the receipt of the same.

Thanking You,
Yours faithfully,
For NANDANI CREATION LIMITED



GUNJAN JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER



No.: L18101RJ2012PLC037976

JAIPUR

GURGAON

HYDERABAD



NOTICE is hereby given that the **Fifth (5th) Annual General Meeting** of the Members of “**Nandani Creation Limited**” will be held on **Monday, the 25th Day of September, 2017 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 Business:

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, 2017 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, 2017 together with the reports of the Board of Directors and Auditors thereon;

Item No. 2: Appointment of Director:

To Re-appoint a Director Mrs. Sunita Devi Mundhra (DIN: 05203015) who is liable to retire by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment;

Item No. 3: Ratification of Appointment of Auditors:

To ratify the appointment of **M/s Ashok Holani & Co., Chartered Accountants**, Jaipur (Firm Registration No. 009840C) as Statutory Auditors and in this regard, to consider & if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 3rd AGM of the Company held on 30th Day of September, 2015, the appointment of **M/s Ashok Holani & Co., Chartered Accountants**, Jaipur (Firm Registration No. 009840C) as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2020 be and is hereby ratified (for the financial year 2017-18) & 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.”

**BY THE ORDER OF THE BOARD
FOR NANDANI CREATION LIMITED**

**PLACE: JAIPUR
DATED: 25.8.2017**

**Sd/-
ANUJ MUNDHRA
CHAIRMAN AND MANAGING DIRECTOR
DIN: 05202504**

NOTES:

1. A member entitled to attend and vote at the meeting 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 a proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the Annual General Meeting (AGM). Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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. Corporate members intending to send their authorized representative to attend the AGM, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution or Power of Authority authorizing their representative to attend and vote at the AGM on their behalf.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, the 19th Day of September, 2017 to Monday, the 25th Day of September, 2017** (both days exclusive) for the purpose of the Annual General Meeting. The book closure dates have been fixed in consultation with the Stock Exchange.
5. The Register of Directors and 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.
6. Members are requested to:
 - a. Notify the change in address, if any, with PIN Code numbers immediately to the Company (in case of shares held in physical mode);
 - b. Bring their copy of the Annual Report and Attendance slip with them at the Annual General Meeting;
 - c. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent;
7. 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 e-voting facility to its shareholders.

8. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agents (RTA):-

BigShare Services Pvt. Limited

(Registrar and Share Transfer Agent)

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis Apartments,

Marol Maroshi Road,

Andheri East, Mumbai-400059,

Maharashtra

Phone No.: +91 022 40430367

E-mail ID: lawoo@bigshareonline.com

Website: www.bigshareonline.com

9. Non resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with PIN Code number, if not furnished earlier.
10. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013, **Mrs. Sunita Devi Mundhra** (DIN: 05203015) 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 his re-appointment.

Brief resume of the Director proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they 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.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
12. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificates to **BigShare Services Pvt. Limited**, RTA for consolidation into single folio.
13. The Electronic copy of the Annual Report for the Financial Year 2016-17 is being sent to all the members whose E-mail ID's are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a Physical copy of the same. Members may also note that the Notice of the AGM and Annual Report for 2016-17 will also be available on the Company's website www.nandanicreation.com.

14. 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.
15. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the Information ready at the meeting.
16. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the Equity Shares of the Company is **INE696V01013**.
17. As a part of “**Green Initiatives in the “Corporate Governance”**”, the Ministry of Corporate has permitted the Companies to serve the documents, namely Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor’s Report, Director’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).

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.

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, on or before (Insert Date), so that the answers/details can be kept ready at the AGM.

**BY THE ORDER OF THE BOARD
FOR NANDANI CREATION LIMITED**

**PLACE: JAIPUR
DATED: 25.8.2017**

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

CIN- L18101RJ2012PLC037976

Email- info@jaipurkurti.com

Website- www.nandanicreation.com

**Sd/-
ANUJ MUNDHRA
CHAIRMAN AND MANAGING DIRECTOR
DIN: 05202504**

ADDITIONAL INFORMATION (AS ON MARCH 31, 2017) OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 5th 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. Sunita Devi Mundhra
Date of Birth	12 th February, 1961
Date of Appointment	21 st February, 2012
Qualifications	
Expertise in specific function area	
Brief Profile	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.
Directorship held in other listed companies excluding foreign companies	Mrs. Sunita Devi Mundhra holds Directorship in the Desi Fusion India Private Limited
Member of Committees in other listed Companies	None
Shareholding in the company	Mrs. Sunita Devi Mundhra holds 86,900/- shares in the company.
Relationship with other Directors and Key Managerial Personnel	Mrs. Sunita Devi Mundhra is the wife of Mr. Dwarka Dass Mundhra, mother of Mr. Anuj Mundhra and mother-in-Law of Mrs. Vandna Mundhra
No. of Meetings attended during the Financial Year	Mrs. Sunita Devi Mundhra attended 28 meetings out of the 28 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. Sunita Devi Mundhra is being made liable to retire by rotation.

ATTENDANCE SLIP

(to be presented at the entrance)

5TH ANNUAL GENERAL MEETING ON (INSERT day, DATE and time)

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 5 th Annual General Meeting of the Company held at G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan on Monday, the 25 th Day of September, 2017 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 :

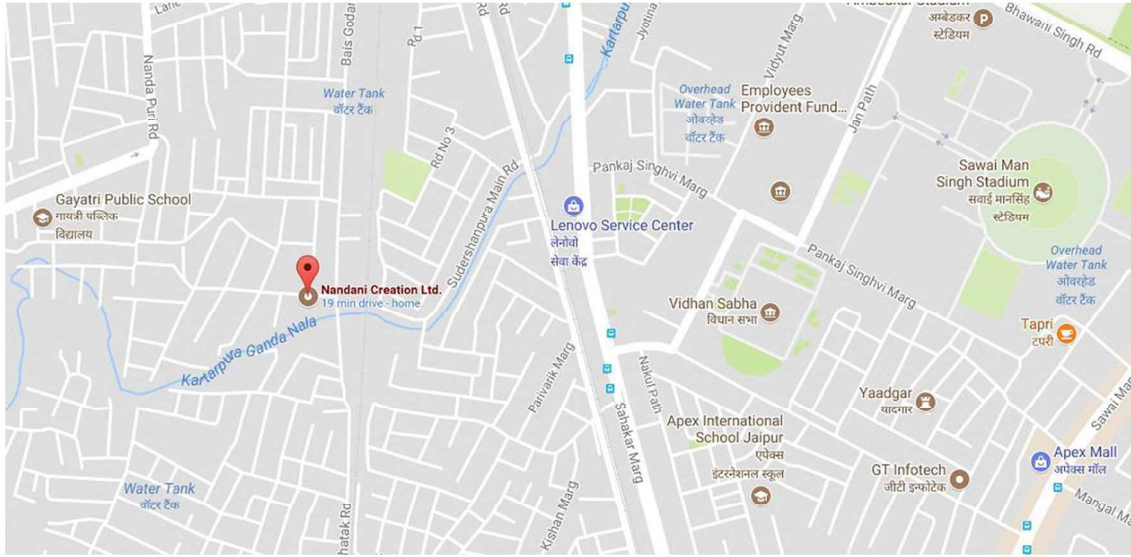
I/We, being the member(s) of ----- shares of the above named Company, hereby appoint:


- 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 **5th Annual General Meeting** of the Company to be held on the Monday, the 25th Day of September, 2017 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 Financial Statements
2.	Appointment of Director
3.	Ratification of the Appointment of Auditors

Signed this-----day of-----, 2017



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

 Phone: (+91) 141 403-7596

 Whatsapp: (+91) 9314966969

 Email: info@jaipurkurti.com