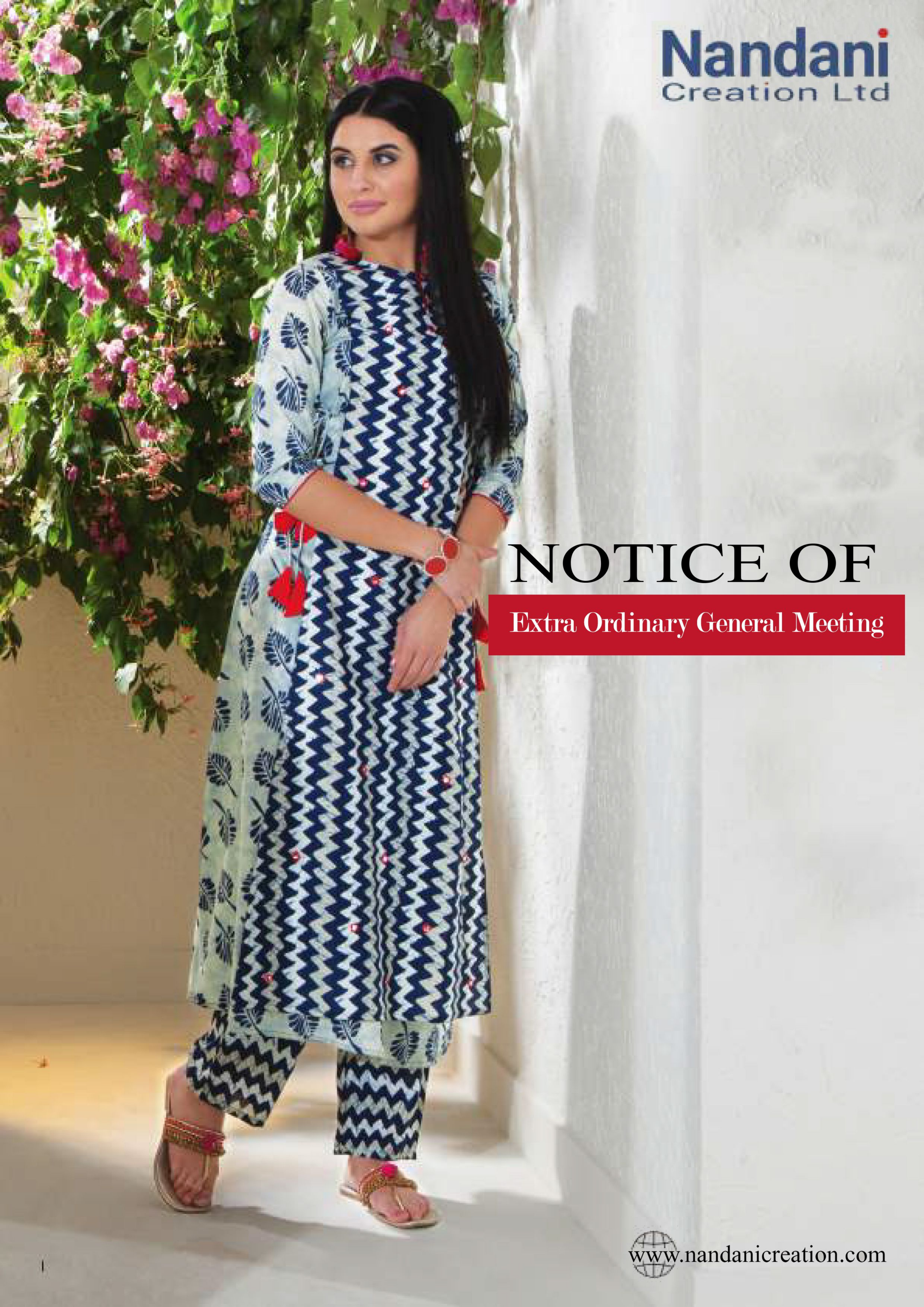
Nandani Creation Ltd



NOTICE OF
Extra Ordinary General Meeting

www.nandanicreation.com

NANDANI CREATION LIMITED

Reg. Off: G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006
Email: info@jaipurkurti.com
TEL: 0141-4037596
CIN: L18101RJ2012PLC037976

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting in the F.Y. 2018-19 of the Members of **NANDANI CREATION LIMITED** will be held on **Friday, 19th Day of April, 2019 at 3.00 P.M.** at its registered Office situated at **G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan, India** to transact the following Special Businesses:

SPECIAL BUSINESSES:

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to give assent/dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, 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 authorized share capital of the company be and is hereby increased from **Rs. 3,25,00,000 (Rupees Three Crore Twenty Five Lacs Only) divided into 32,50,000 (Thirty Two Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000/- (One Crore and Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each** ranking *pari passu* in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company."

ITEM NO. 2: TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 and other applicable provisions, if any, 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 consent of members of the Company be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new clause:

V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000/- (One Crore and Ten Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to so all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company."

ITEM NO. 3: TO ISSUE BONUS SHARES:

To consider and, if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed there under (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company (herein after referred to as "The Board" which expression shall include the committees of the Directors duly authorized in this behalf, if any) and subject to the regulations and guidance issued by the Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable regulations and guidelines issued by SEBI, as amended from time to time and subject to such approval, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to such terms and conditions, if any, consent of members be and is hereby accorded to the Board, for capitalization of a sum not exceeding Rs. 4,42,43,700/- (Rupees Four Crore Forty Two Lacs Forty Three Thousand Seven Hundred Only) from amount standing to the credit of the retained earnings/Securities Premium, and/or any other permitted reserves/surplus of the Company as at March, 31, 2018, be transferred to Share Capital Account and that such sum shall be applied for allotment of New Equity Shares of the Company of Rs. 10/- (Rupees Ten Only) each as fully paid up Bonus Shares to the person who on the record date (to be determined by the Board) shall be holders of the existing Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company, in the proportion of 3:2 i.e. 3(Three) New Bonus Equity Shares for every 2 (Two) existing Equity Shares held by such persons, on the footing that they become entitled thereto for all purposes as capital upon allotment of New Equity Shares."

"RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted as fully paid bonus shares shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to relevant provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient, including but without limitation to making application to Stock Exchange for obtaining in principal approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the Bonus Issue and signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders and to do all the necessary incidental things as may be required to give effect to the proposed issue."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) /officer(s) of the Company or any other person as it may think fit."

By the Order of the Board
For NANDANI CREATION LIMITED

Sd/-
Gunjan Jain
Company Secretary & Compliance Officer

Date: 18.03.2019
Place: Jaipur

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.

A Proxy submitted on behalf of the Company, Trust or Society (Institutional Investors) must be supported by an appropriate Resolution or Authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder

1. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.

3. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the Extra-ordinary General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Extraordinary General Meeting.

4. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the meeting to the Company at its Registered Office.

5. Members / Proxies are requested to bring the attendance slip attached with this notice, duly filled in, for attending the meeting.

6. Shareholders are also informed that voting shall be by both means i.e Polling paper and E voting, Shareholders who could not vote through remote E voting can exercise their voting right at the Meeting. The company will make the arrangement of polling papers in this regards at the meeting Venue. The shareholders attending the meeting who have not cast their vote by Remote E voting shall be able to exercise their right to vote at the meeting.

7. The company has set Friday, 12th Day of April, 2019, as the Cut off date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuring

Meeting for both E-Voting and Physical mode through Polling Paper.

8. Board of Director has Appointed Manisha Godara and Associates, Practicing Company Secretaries, as scrutinizer for conducting E voting and Poll Papers voting process for the Meeting in a fair and transparent manner.

9. A member may participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

10. <u>GREEN INITIATIVE</u>

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live.

11. The members who have not registered their e-mail address, so far, are requested to register their e-mail address with the Company, Registrar and Share Transfer Agent or Depository Participant (DP), as the case may be.

12. E-VOTING

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 Extraordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:-

I. In case of members receiving e-mail:

(i) The e-voting period begins on Monday, 15th Day of April, 2019 at 10.00 Hrs and ends on Thursday, 18th Day of April, 2019 at 17:00 Hrs. During this period, the Shareholders' of the Company, holding Equity Shares in dematerialized (demat) form, as on the cut-off date (record date) i.e. Friday, 12th Day of April, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" Tab.

(iv) Now Enter your User ID a) For CDSIL : 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.

(v) Next, enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares, in demat form, had logged on to www.evotingindia.com , and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Monday, 15th Day of April, 2019 at 10.00 Hrs and ends on Thursday, 18th Day of April, 2019 at 17:00 Hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 12th Day of April, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.evotingindia.comunder help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT:

ITEM NO: 1 & 2:

The present authorized and paid up share capital of the Company is as follows:

Equity/Preference Shares	No. of Shares	Authorized Share Capital	Subscribed and Paid Up Capital
Equity Shares	29,49,580 Equity Shares of Rs. 10/- each	Rs. 3,25,00,000	Rs. 2,94,95,800

The Board of Directors at their meeting held on 18.03.2019 approved the agenda of raising additional capital to meet the needs of its growing business, including long term capital requirements for pursuing growth plans and to maintain ideal debt equity Ratio.

Accordingly, it is proposed to increase the authorized share capital of the Company from Rs. 3,25,00,000 (Rupees Three Crore Twenty Five Lacs Only) divided into 32,50,000 (Thirty Two Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000/- (One Crore and Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and consequently alter the Capital Clause of the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company believes that the proposed increase in Capital is in the best interest of the Company and its members. The Board of Directors, therefore, recommends Ordinary Resolution at item no. 1 and the Special Resolution at item no. 2.

None of the Directors, Key Managerial Personnel and their relatives in any way is concerned or interested in the Ordinary Resolution set forth in item no. 1 and the Special Resolution at item no. 2 of the notice, except to the extent of their shareholding in the Company and shares that may be allotted to them.

A copy of the Memorandum and Articles of Association of the Company (as amended) will be open for inspection at the registered office of the Company during business hours on all working days between 11:00 A.M. and 1:00 P.M. upto the date of Extra Ordinary General Meeting.

ITEM NO: 3:

The Board of Directors at their meeting held on 18.03.2019 subject to consent of the members of the Company, recommended to issue Bonus Equity Shares of Rs. 10/- (Rupees Ten Only) each credited as fully paid up to eligible shareholder of the Company in the proportion of 3:2 i.e. 3(Three) new fully paid up equity share of Rs. 10/- each (Rupees Ten Only) for every 2 (Two) existing fully paid up equity share of Rs. 10/- (Rupees Ten Only) each by capitalizing a sum not exceeding upto Rs. 4,42,43,700/- (Rupees Four Crore Forty Two

Lacs Forty Three Thousand Seven Hundred Only) out of retained earnings/Securities Premium, and/or any other permitted reserves/surplus of the Company, as may be considered appropriate.

The Bonus shares once allotted shall rank pari passu in all respects and shall carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Article 166 of the Articles of Association of the Company permits capitalization of amount for the time being standing to the credit of any of the Company's reserve account (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, issue of Bonus shares requires the approval of the shareholder of the Company. The Board recommends the Special resolution as set out in the Notice for the approval of the shareholders.

None of the Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested directly or indirectly in passing of the resolution except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the Companies / institutions / trust of which they are Directors or members or trustees, without any beneficial interest.

By the Order of the Board
For NANDANI CREATION LIMITED

Sd/-
Gunjan Jain
Company Secretary & Compliance Officer

Date: 18.03.2019
Place: Jaipur

NANDANI CREATION LIMITED

Reg. Off: G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006
Email: info@jaipurkurti.com
TEL: 0141-4037596
CIN: L18101RJ2012PLC037976

ATTENDANCE SLIP

(to be presented at the entrance)

1st EXTRA ORDINARY GENERAL MEETING ON FRIDAY, 19TH DAY OF APRIL, 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 1st Extra Ordinary General Meeting of the Company held at **G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan** on **Friday, 19TH Day Of April, 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 **1st Extra Ordinary General Meeting** of the Company to be held on the **FRIDAY, 19TH DAY OF APRIL, 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.	Business	Resolution
SPECIAL BUSINESSES		
1.	To Increase the Authorized share capital of the Company	Ordinary Resolution
2.	To Alter the Memorandum of Association of the Company	Special Resolution
2.	To Issue the Bonus Shares	Special Resolution

Signed this ------------------------------------

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.

NANDANI CREATION LIMITED

Reg. Off: G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006
Email: info@jaipurkurti.com
TEL: 0141-4037596
CIN: L18101RJ2012PLC037976

ROUTE MAP AS PER SS-2

FOR THE VENUE OF EXTRA ORDINARY GENERAL

MEETING

OF

NANDANI CREATION LIMITED

If undelivered please return to:

NANDANI CREATION LIMITED

(Formally known as Nandani Creation Private Limited)

CIN: L18101RJ2012PLC037976

Registered Office: G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan
Tel No.: 0141-4037596, Email ID: info@jaipurkurti.com Website: www.nandanicreation.com