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Desi Fusion

Nandani Creation Limited

SYMBOL: NANDANI
ISIN: INE696V01013

Dated: 22.04.2019

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

Dear Sir,

Subject: Submission of Minutes of the Extra Ordinary General Meeting

With reference to the above, please find enclosed herewith the Minutes of the 1st Extra Ordinary General Meeting in the F.Y. 2018-19 of the Company held on ***Friday, 19th Day of April, 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.

Kindly take the same on records.

Thanking You,
Yours Faithfully
FOR NANDANI CREATION LIMITED

Nandani Creation Limited JAIPUR

GUNJAN JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER

NANDANI CREATION LIMITED

MINUTES OF THE 1ST EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF NANDANI CREATION LIMITED HELD ON FRIDAY, 19TH DAY OF APRIL, 2019 WHICH COMMENCED AT 3.00 P.M. AND CONCLUDED AT 4.10 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22 GODAM, JAIPUR-302006 RAJASTHAN.

PRESENT:

DIRECTORS:

MR. ANUJ MUNDHRA	CHAIRMAN ALSO, AS THE MANAGING DIRECTOR & MEMBER
MRS. SUNITA DEVI MUNDHRA	WHOLE-TIME DIRECTOR & MEMBER
MRS. VANDNA MUNDHRA	WHOLE-TIME DIRECTOR & MEMBER
MR. GAGAN SABOO	INDEPENDENT DIRECTOR
MR. NEETESH KABRA	INDEPENDENT DIRECTOR
MR. GAURAV JAIN	INDEPENDENT DIRECTOR ALSO, AS THE CHAIRMAN OF AUDIT COMMITTEE, STAKEHOLDERS RELATIONSHIP COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE

IN ATTENDANCE OF:

MR. DWARKA DASS MUNDHRA	CHIEF FINANCIAL OFFICER
MISS. GUNJAN JAIN	COMPANY SECRETARY & COMPLIANCE OFFICER

INVITEES:

Mr. RAHUL JANGIR (M/s Ashok Holani & Co.)	STATUTORY AUDITOR
Mrs. Manisha Godara (Manisha Godara and Associates)	SECRETARIAL AUDITOR

MEMBERS PRESENT:

6 Members representing **17,39,480/-** were present in person.
None of the Members were present in person.

QUORUM:

Quorum being present, the Chairman called the Meeting to Order.

1. **CHAIRMAN OF THE MEETING:**

Mr. Anuj Mundhra, Chairman welcomed the members, Directors and other present at the 1ST Extra Ordinary General Meeting of the Company. He, then occupied the Chair and conducted the proceedings of the Meeting.

2. **OPENING OF THE MEETING:**

Requisite Quorum as required under the Companies Act, 2013 and Articles of Association of the Company, being present, the Company Secretary began with the formal proceedings of the Meeting.

No leave of Absence was granted to any Director of the Company as all were present in the Meeting.

3. **WECOME SPEECH BY CHAIRMAN:**

The Company Secretary formally extended a warm welcome to the Members present at the 1st Extra Ordinaryl General Meeting.

The Chairman also introduced Mr.rahul jangir, representing M/s Ashok Holani & Co., Chartered Accountants, Statutory Auditors of the Company.

4. **INSPECTION OF REGISTERS AND DOCUMENTS:**

It was announced that required documents and Statutory Registers were remained open and accessible for inspection to the members during the continuance of the Meeting.

5. **NOTICE CONVENING THE MEETING:**

The Chairman welcomed the members and briefed on the Company's activities and the rationale behind issuance of Bonus Shares.

The Chairman than invited Company Secretary of the Company to read out the Notice of the Extra Ordinary General Meeting with the consent of members present, the notice convening the meeting was taken as read.

6. **CONDUCT OF E-VOTING & POLLING AT THE 1ST EXTRA ORDINARY GENERAL MEETING OF THE COMPANY:**

- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made available remote e-voting facility to its members to cast their votes electronically in respect of the business to be transacted at the EOGM.
- The remote E-Voiting period commenced at **10.00 A.M. on Monday, 15th Day of April, 2019 and concluded at 5.00 P.M. on Thursday, 18th Day of April, 2019.**
- An advertisement as required under the Act was published in ***Nafa Nuksaan, vernacular newspaper*** and The ***Financial Express, English language newspaper*** on **26th March, 2019** stating clearly the basic requirements pertaining to e-voting alongwith other matters.
- The Company Secretary further informed that **Miss. Manisha Choudhary, Company Secretary in Practice** was appointed as the Scrutinizer for E-voting and polling process in the Extra Ordinary General Meeting in accordance with the provisions of Companies Act, 2013.
- The Chairman informed that the facility of voting by Poll will be made available at the end of the Meeting in order to provide the opportunity of voting to the members who had not cast their votes through remote e voting.
- The Chairman explained the objective and implications of the Resolution and accorded fair opportunity to members who were entitled to vote, to seek clarifications and/or offer comments related to any item of business and address the same. However, there were no clarifications sought nor any suggestions made.
- The Meeting thereafter proceeded to transact the scheduled business as per the items specified in the Notice one by one.
- Thereafter the Chairman offered for poll on all the three resolutions for the ordinary and special businesses as set out at items nos. 1 to 3 of the Notice of the Extra Ordinary General Meeting and requested all members present, who had not cast their votes through remote evoting to participate in the poll.
- None of the members participated in the poll process.
- Thereafter, The Chairman stated that on receipt of Scrutinizer's Report, the combined results of voting shall be declared latest by 20th April, 2019.. The combined results to be declared for each resolution would be immediately intimated to the Stock Exchanges. He further stated that the results shall also be uploaded on the Company's website www.nandanicreation.com with the Combined Report of Scrutinizer for Electronic Voting and the Poll and shall be available at the Registered Office of the Company.

7. **VOTE OF THANKS:**

Thanking the members for their participation and the business before the Extra Ordinary General Meeting of the company having been transacted, the Chairman thanked the members present and announced formal closure of the Extra Ordinary General Meeting of the Company with a vote of thanks.

8. **RESULTS OF VOTING AT EXTRA ORDINARY GENERAL MEETING:**

The Scrutinizer collated the votes downloaded from the e-voting system of CDSL to submit the final result for each of the resolutions forming part of the notice of EOGM. After scrutiny of all the e-voting received from the members, the Scrutinizer submitted his report on 20th April, 2019 to the Chairman.

On the basis of the Combined Scrutinizer's Report for the Electronic Voting and Poll at the Extra Ordinary General Meeting, the summary of which is mentioned after each resolutions, the Chairman announced the results of voting that all the Resolutions for the Ordinary and Special businesses as set out at item Nos. 1 to 3 in the Notice of the Extra Ordinary General Meeting of the Company have been duly passed by the requisite majority.

The Resolutions for the Ordinary and Special businesses as set out at item Nos. 1 to 3 in the Notice of the Extra Ordinary General Meeting, duly approved by the members with requisite majority, are recorded hereunder:

SPECIAL BUSINESS:

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

"**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."

RESULT: Resolution was passed with requisite majority. (Attaching herewith the Voting Results)

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

"**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."

RESULT: Resolution was passed with requisite majority. (Attaching herewith the Voting Results)

ITEM NO.: 3: TO ISSUE BONUS SHARES:

"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."

RESULT: Resolution was passed with requisite majority. (Attaching herewith the Voting Results)

Thus all the resolutions as set out in the Notice stood passed under the remote e-voting as with requisite majority.

VOTE OF THANKS: There being no other business to conduct, the meeting was concluded at 4.10 P.M.

Nandani Creation Limited JAIPUR

ENTERED ON: 20th March, 2019 **CHAIRMAN**

AGENDA WISE VOTING RESULTS

DATE OF EOGM	FRIDAY, 19TH DAY OF APRIL, 2019 AT 3.00 P.M.
TOTAL NO. OF SHAREHOLDERS ON RECORD DATE (i.e. 12th April, 2019-cut off date for voting purpose)	110 MEMBERS
TOTAL NO. OF SHAREHOLDERS PRESENT IN MEETING EITHER IN PERSON OR PROXY	6 MEMBERS WERE PRESENT IN PERSON NO PROXIES WERE PRESENT ON BEHALF OF MEMBERS
PROMOTER & PROMOTER GROUP	4 MEMBERS WERE PRESENT IN PERSON NO PROXIES WERE PRESENT ON BEHALF OF PROMOTER & PROMOTER GROUP
PUBLIC	2 MEMBERS WERE PRESENT IN PERSON NO PROXIES WERE PRESENT ON BEHALF OF PUBLIC
NO. OF SHAREHOLDER ATTENDED THROUGH VIDEO CONFRENCING	NOT APPLICABLE AS NONE OF THE MEMBERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING.

AGENDA ITEM 1				**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**			
RESOLUTION REQUIRED				Ordinary Resolution			
Whether Promoter & Promoter Group are interested in the Agenda/Resolution				**NO**			
Category	**Mode of voting #**	**No. of Votes Polled**	**% of Votes Polled**	**No. of Votes in Favor**	**No. of Votes in against**	**% Votes in Favor**	**% of Votes in against**
		(1)	**(2)=[(1)/Total of (1)]*100**	**(3)**	**(4)**	**(5)=[(3)/Total of (1)]*100**	**(6)=[(4)/Total of (1)]*100**
Promoter and Promoter Group	**E-voting**	**1682580**	94.17	1682580	0	94.17	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**94.17**	**1682580**	**0**	**94.17**	**0**
Public Institutions	**E-voting**	--	0.00	0	0	0	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**
Public-Non Institutions	**E-voting**	**104000**	5.83	104000	0	5.83	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**5.83**	**104000**	**0**	**5.83**	
Total		**1786580**	**100**	**1786580**	--	**100**	--

RESULT: Resolution was passed with requisite majority.

AGENDA ITEM 2				TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY			
RESOLUTION REQUIRED				Special Resolution			
Whether Promoter & Promoter Group are interested in the Agenda/Resolution				NO			
Category	Mode of voting #	No. of Votes Polled	% of Votes Polled	No. of Votes in Favor	No. of Votes in against	% Votes in Favor	% of Votes in against
		(1)	(2)=[(1)/Total of (1)]*100	(3)	(4)	(5)=[(3)/Total of (1)]*100	(6)=[(4)/Total of (1)]*100
Promoter and Promoter Group	E-voting	1682580	94.17	1682580	0	94.17	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**94.17**	**1682580**	**0**	**94.17**	**0**
Public Institutions	E-voting	--	0.00	0	0	0	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**
Public-Non Institutions	E-voting	104000	5.83	104000	0	5.83	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**5.83**	**104000**	**0**	**5.83**	
Total		1786580	100	1786580	--	100	--

RESULT: Resolution was passed with requisite majority.

AGENDA ITEM 3				TO ISSUE BONUS SHARES			
RESOLUTION REQUIRED				Special Resolution			
Whether Promoter & Promoter Group are interested in the Agenda/Resolution				NO			
Category	Mode of voting #	No. of Votes Polled	% of Votes Polled	No. of Votes in Favor	No. of Votes in against	% Votes in Favor	% of Votes in against
		(1)	(2)=[(1)/Total of (1)]*100	(3)	(4)	(5)=[(3)/Total of (1)]*100	(6)=[(4)/Total of (1)]*100
Promoter and Promoter Group	E-voting	1682580	94.17	1682580	0	94.17	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**94.17**	**1682580**	**0**	**94.17**	**0**
Public Institutions	E-voting	--	0.00	0	0	0	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**
Public-Non Institutions	E-voting	104000	5.83	104000	0	5.83	0
	Poll		0	0	0	0	0
	Postal Ballot		0	0	0	0	0
	Total		**5.83**	**104000**	**0**	**5.83**	
Total		1786580	100	1786580	--	100	--

RESULT: Resolution was passed with requisite majority.