

NANDANI CREATION LTD.

ANNUAL REPORT 2023-2024



JAIPUR  KURTI

 AMAIVA
BY JAIPUR KURTI

 Desi Fusion

WHAT JAIPUR KURTI STANDS FOR?



At Jaipur Kurti, our journey is more than fabric and thread; it is a narrative of transforming tradition into trends. We embark on a creative journey, fusing intricate craftsmanship with contemporary silhouettes, alluring colors and innovative designs.



India Wali
Elegance

Artisanal
Craftsmanship

Versatile
Designs

Suitable for
Women of
All Age Groups



Accessible
Price Range

Promising
Quality

Ethnic &
Contemporary
Silhouettes

Customer-Centric
Approach

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Notice of the Meeting

Scan the below QR Code and explore our latest collection on www.jaipurkurti.com



Disclaimer

This document contains statements about expected future events and financial & operating results of Nandani Creation Ltd ('The Company'), which are forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results & events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of Nandani Creation Limited Annual Report 2023-24.



“Threads of Tradition, Fabric of Dreams:
Welcome to the World of Jaipur Kurti”

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Anuj Mundhra

Chairman & Managing Director

Mrs. Vandana Mundhra

Whole-Time Director

Mrs. Sunita Devi Mundhra

Whole-Time Director

Mr. Neetesh Kabra

Independent Director

Mr. Gagan Saboo

Independent Director

Mr. Gaurav Jain

Independent Director

KEY MANAGERIAL PERSONNEL (KMPs)

Mr. Dwarka Dass Mundhra

Chief Financial Officer

Ms. Gunjan Jain

Company Secretary & Compliance Officer

COMMITTEE

AUDIT COMMITTEE

MR. GAURAV JAIN

CHAIRMAN

MR. GAGAN SABOO

MEMBER

MR. NEETESH KABRA

MEMBER

NOMINATION & REMUNERATION COMMITTEE

MR. GAURAV JAIN

CHAIRMAN

MR. GAGAN SABOO

MEMBER

MR. NEETESH KABRA

MEMBER

STAKEHOLDERS RELATIONSHIP COMMITTEE

MR. GAURAV JAIN

CHAIRMAN

MR. ANUJ MUNDHRA

MEMBER

MRS. VANDANA MUNDHRA

MEMBER



TRUST

We believe in conducting business in a fair, transparent & ethical manner.



QUALITY

We are recognized for our premium quality products offered across various price points.

STATUTORY AUDITOR'S

M/S PC MODI & CO.,
CHARTERED ACCOUNTANTS, JAIPUR

INTERNAL AUDITOR'S

JAIN SHRIMAL & CO.,
CHARTERED ACCOUNTANTS, JAIPUR

SECRETARIAL AUDITOR'S

MANISHA GODARA & ASSOCIATES
COMPANY SECRETARY IN PRACTICE,
NEW DELHI

PRINCIPAL BANKERS

Bank of Baroda, Jaipur 

Bank of India, Jaipur 

Axis Bank, Jaipur 

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LIMITED
ANDHERI EAST, MUMBAI-400059 MAHARASHTRA

STOCK EXCHANGE DETAILS

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
(NSE) stock code: JAIPURKURT

REGISTERED OFFICE

G-13, KARTARPURA INDUSTRIAL AREA,
NEAR 22 GODAM, JAIPUR-302006,
RAJASTHAN

COMPANY NAME

NANDANI CREATION LTD
Mail ID: info@jaipurkurti.com
Contact No.: 0141-4037596

CORPORATE IDENTIFICATION NUMBER

L18101RJ2012PLC037976

ISIN

INE696V01013



CUSTOMER SATISFACTION

Each garment we offer works as
our Brand Ambassador.



REFRESHING RANGE

Our collections are versatile &
follow trends while nurturing
traditional techniques.

*A perfect blend of tradition and modernity,
resulting in versatility in the market!*





4

big messages
of this
Annual Report

1

Strong Financial
Performance

2

Innovation and Product
Diversification by
Introducing New Categories

3

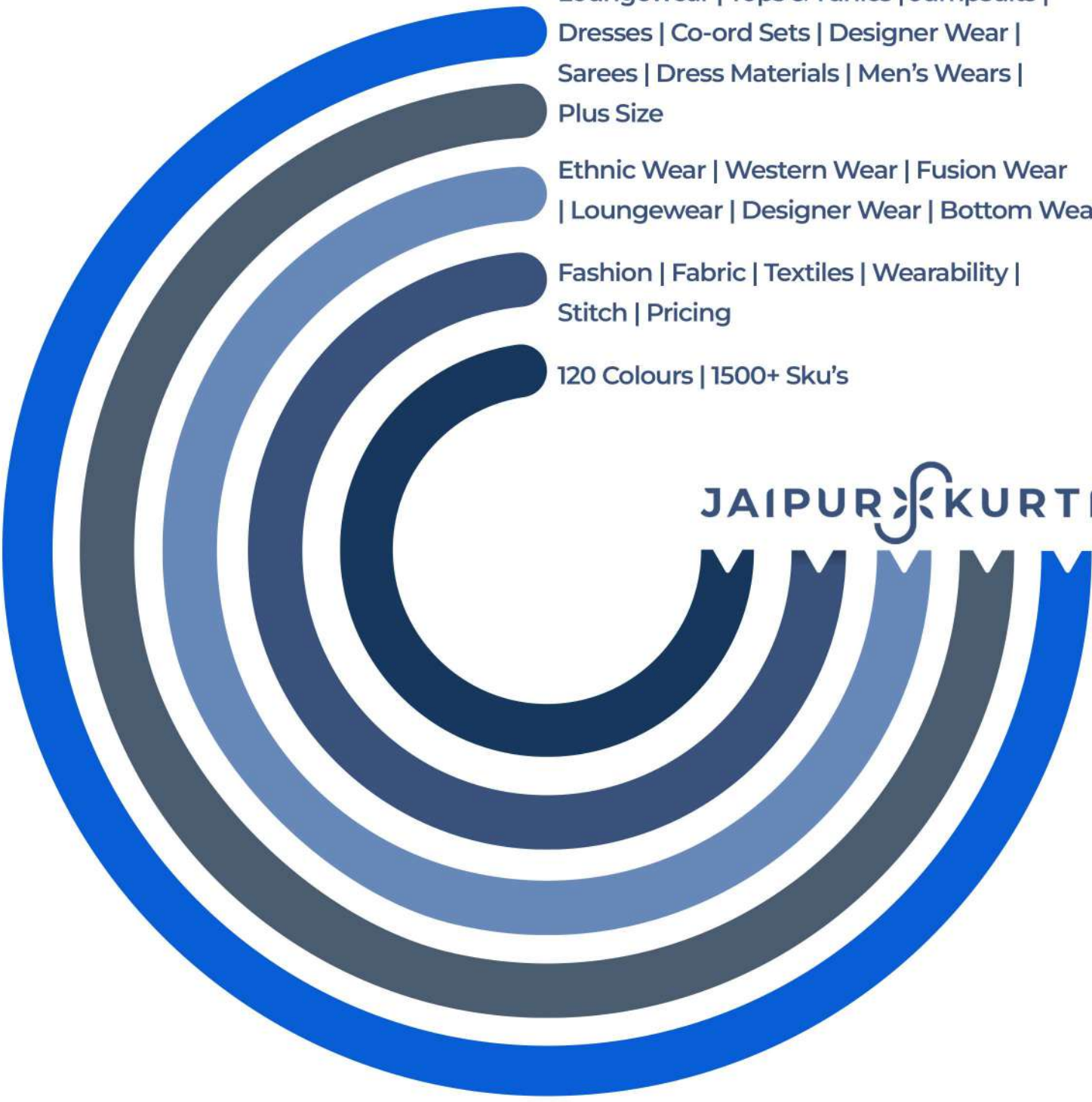
Market Expansion and
Store Footprints

4

Operational Efficiently
and Supply Change



*From formal office wear to partywear silhouette
and heavy wedding wear outfits, we have got you covered!*



Kurtas & Kurtis | Suit Sets | Kurta Sets |
Loungewear | Tops & Tunics | Jumpsuits |
Dresses | Co-ord Sets | Designer Wear |
Sarees | Dress Materials | Men's Wears |
Plus Size
Ethnic Wear | Western Wear | Fusion Wear
| Loungewear | Designer Wear | Bottom Wear
Fashion | Fabric | Textiles | Wearability |
Stitch | Pricing
120 Colours | 1500+ Sku's

JAIPUR  KURTI

Jaipur Kurti:

WEAVING STORIES OF CULTURE INTO
EVERY THREAD.



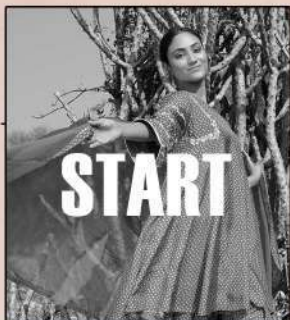
OUR JOURNEY OUR VIBRANT STORY OF FASHION

EMERGING AS D2C INDIAN WEAR BRAND

2004

The BEGINNING

Our Journey started as Nandini Creation, a proprietorship firm



2012

BIRTH OF A BRAND

Incorporated as Nandani Creation Pvt Ltd with its brand "JaipurKurti.com"



2016

NANDANI LISTED

Went Public & got listed on NSE Emerge



2024

MAJOR MILESTONES

14th store count reached with launch of flagship store at Rajouri Garden, Delhi
Started the journey in Shop In Shop with 50+ Counters across UP & Punjab
Received the Prestigious

"Franchisor of the year award - Women Apparel"



2023

Madhuri Dixit - Brand Ambassador

Signed Madhuri Dixit as our Brand Ambassador & opened our 2nd Franchisee Store in Gurugram



2018

RETAIL JOURNEY

Diversified Retail Store presence by inaugurating our 1st COCO Store



AMAIVA
BY JAIPUR KURTI

2019

BRAND AMAIVA LAUNCHED

Launched Amaiva-By Jaipur Kurti our premium wear Brand and inaugurated 2nd COCO Store



2022

Our FIRST FOFO

Launched our 1st FOFO Store

2021

MAIN BOARD LISTING

Moved to Main Board of NSE



NANDANI CREATION LTD.

JAIPUR KURTI

Jaipur Kurti has continued to thrive as a leading name in **ethnic fashion, embracing tradition with a modern twist**. Our brand's commitment to **quality, craftsmanship, and customer satisfaction** has driven a remarkable growth trajectory, expanding our reach both online and offline.

This past year, we introduced innovative designs that celebrate the rich heritage of Indian textiles while incorporating contemporary trends. Our newest categories of **Women's Sarees, Unstitched Dress Materials and Men's Indian Wear** have further firmed our dedication to ethical fashion. As we look forward to the future, **Jaipur Kurti remains focused on delivering exceptional value, creative designs, and unparalleled services to our valued customers.**



Vision

Innovative and improvised products for everyday life.

Mission

To create and promote products which are honest and true.

Background

Established in 2004, Nandani Creation Ltd. is the brainchild of Mr. Anuj Mundhara and Mrs. Vandana Mundhara. The brand Jaipur Kurti is one of the most prosperous launches of Nandani Creation Ltd. It was founded in the year 2012, and since then, the brand has been delivering premium Indian wear across the globe.



Big Numbers

1500+
SKU's

200+
Colours

+15
EBO's
all over India

+70
SIS Counters
all over India

100+
Suppliers

50+
Job Workers

800-1000
(Sq.ft.)
Average store size

₹2000
Average
selling price



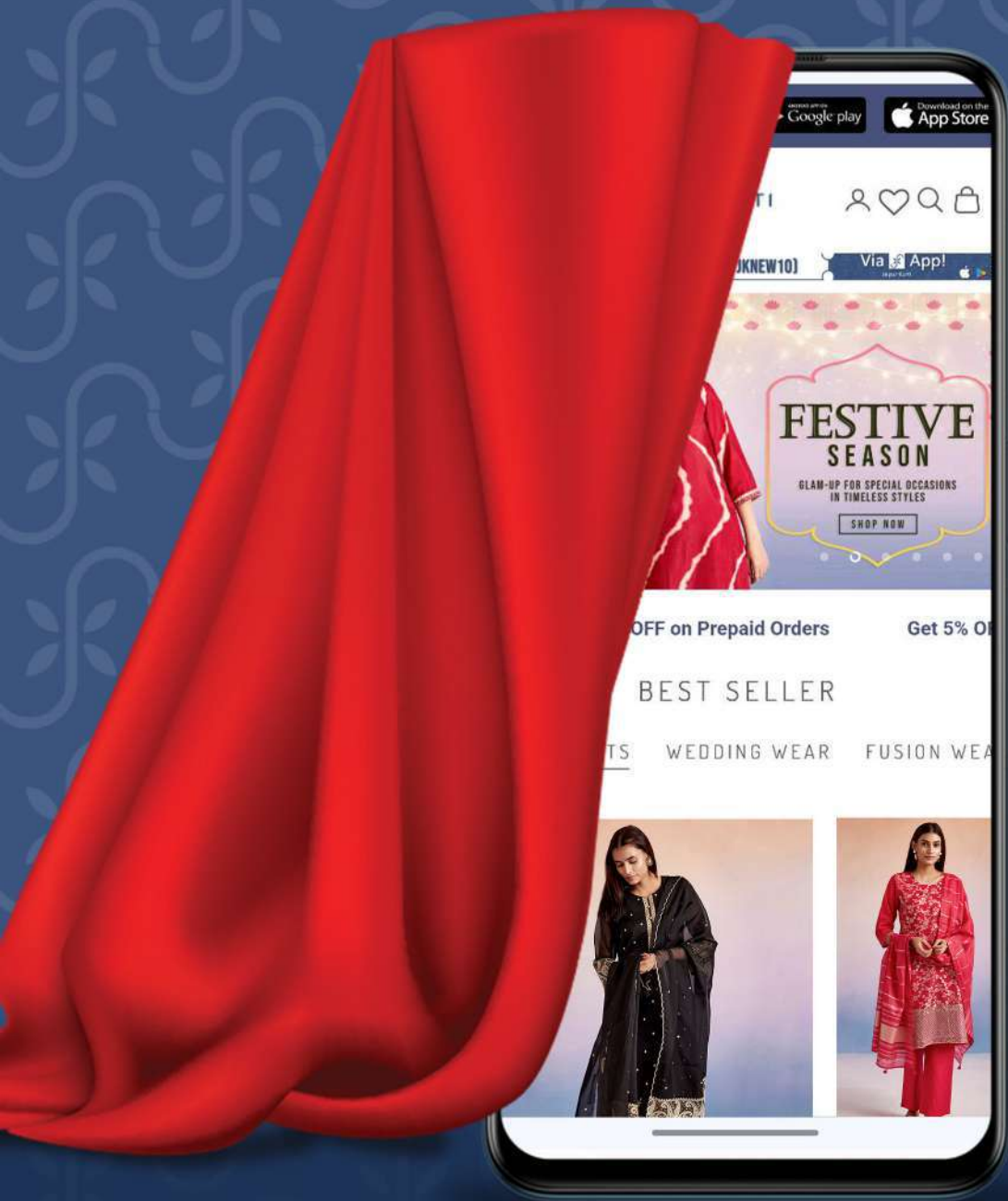
Enhancing Brand Visibility and Recall Value of the “Jaipur Kurti”

Jaipur Kurti operates through a network of EBO's, SIS counters, MBO's across multiple states and UT's in India, strategically located in various areas including high streets, malls, residential market areas, Tier I,II & III cities. Additionally, the company sells its products through its website, Mobile App, Online Marketplaces and MBO's integrating physical and digital channels to reach a broader customer base.

JAIPUR KURTI

'MERE DIL SE CLOSET TAK'

The ALL-IN-ONE *Fashion App* JAIPUR KURTI MOBILE APP



Available on iOS and Android



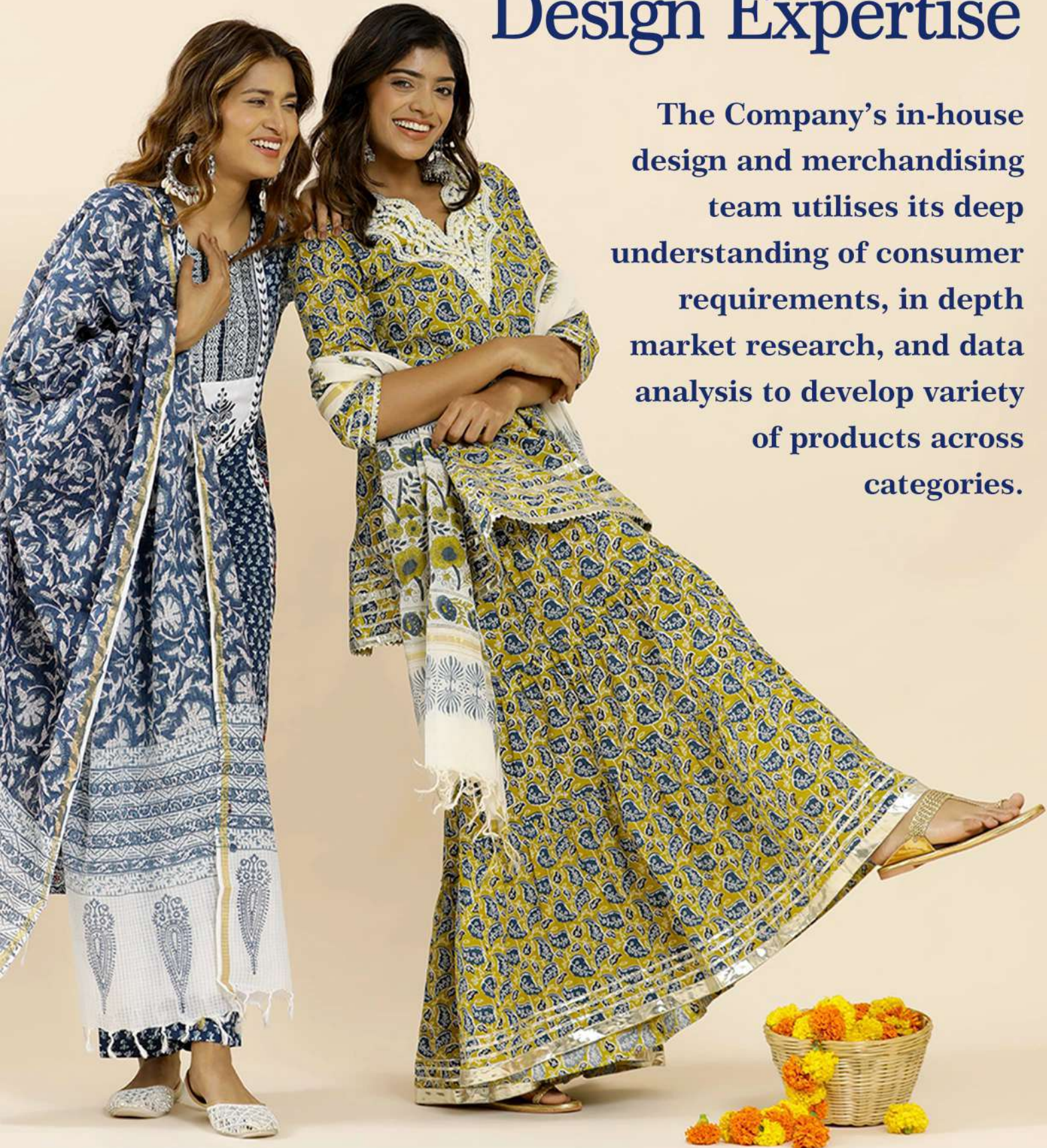
Download on the
App Store



ANDROID APP ON
Google play

“Jaipur Kurti” In-House Product Development & Design Expertise

The Company's in-house design and merchandising team utilises its deep understanding of consumer requirements, in depth market research, and data analysis to develop variety of products across categories.



HOW WE MAKE IT!



MOOD BOARD CREATION



DESIGN DEVELOPMENT



CAD TEAM



SAMPLING



CUTTING



STITCHING



EMBROIDERY



CHECKING & FINISHING

#1 Sales & Advertising Channel

Direct consumer interaction allows for personalized customer experience.
Enhanced shopping environment align with the Brand's value, fostering a positive brand perception.
Visual Merchandising within EBO's, MBO's, etc



#2 Strong Presence in Multi Brand Outlets(MBO's)

Jaipur Kurti has established a strong presence in Multi Brand Outlets (MBO's) which play a crucial role in the Company's retail strategy & expansion.

Increase Brand visibility and Recall Value

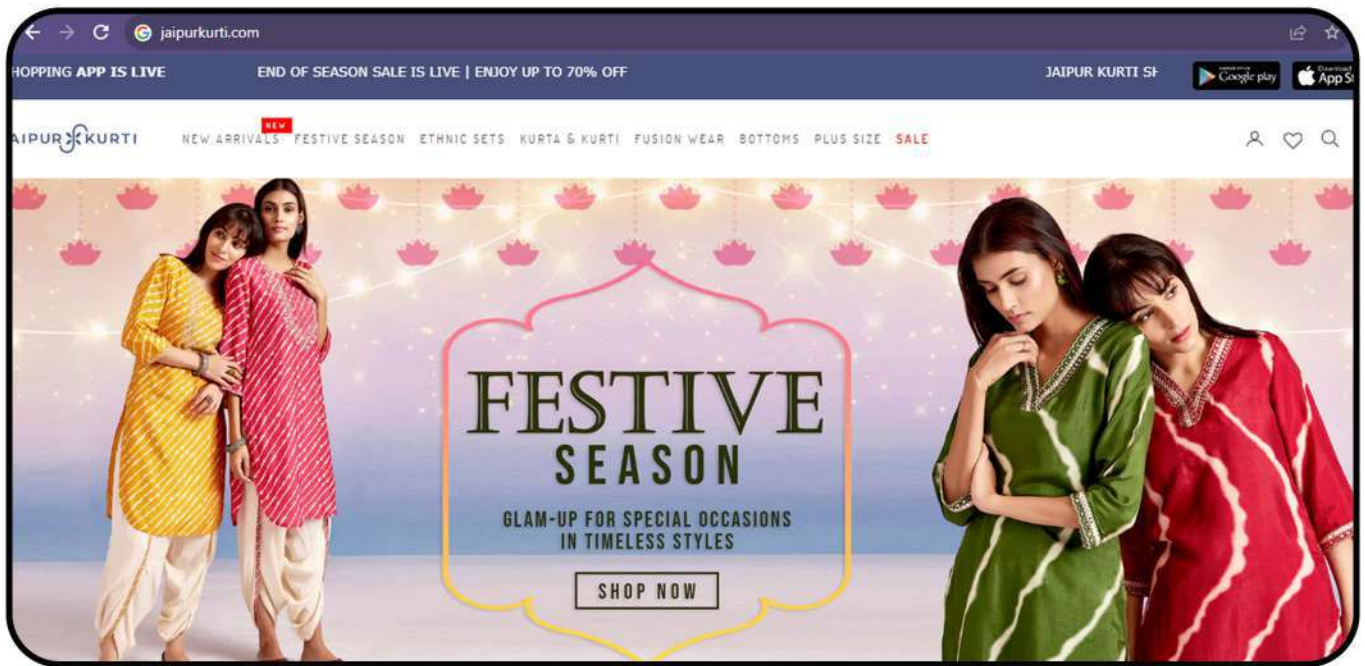


#3 Digital Marketing Strategies

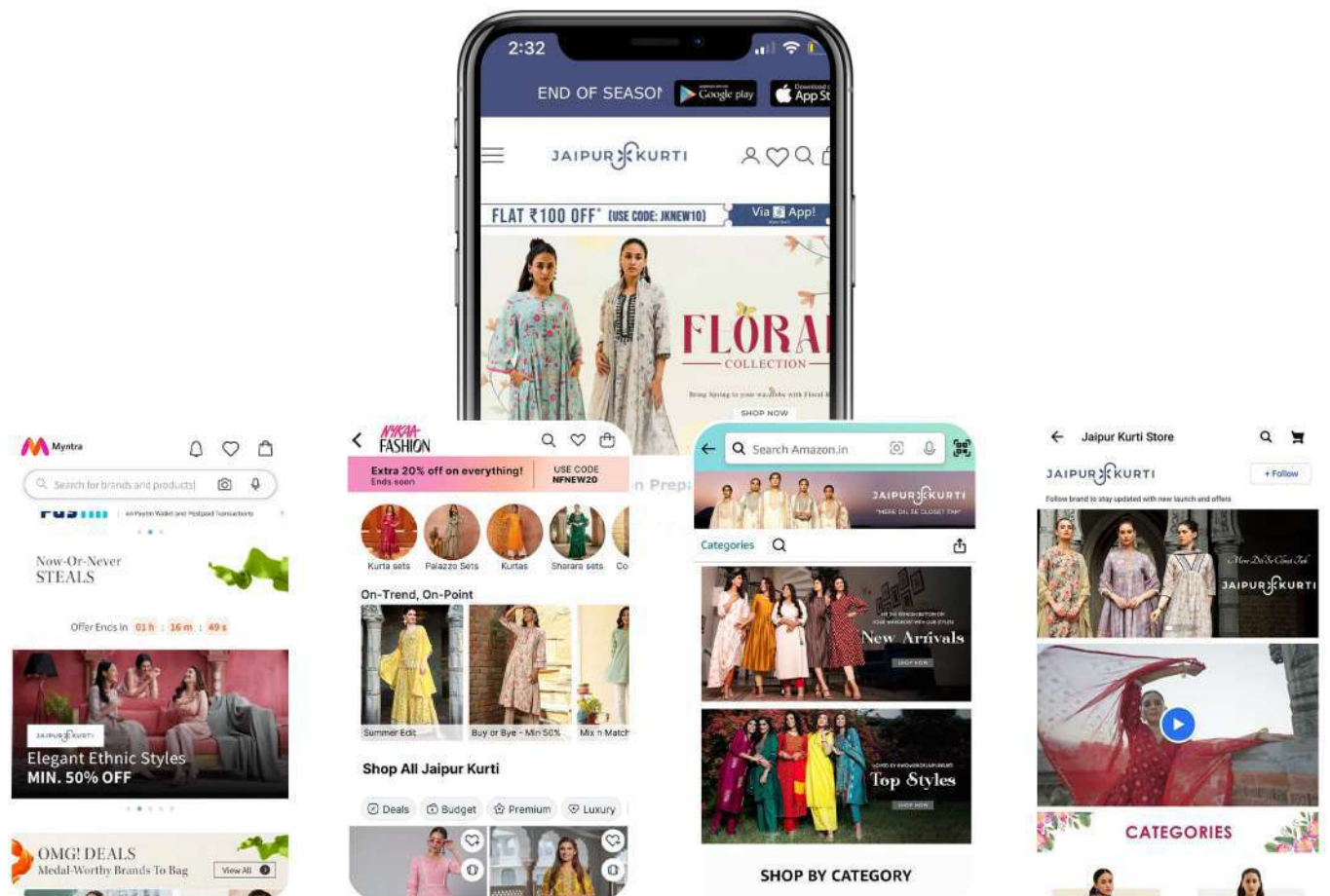
Digital Marketing plays a very important in Brand's success. By engaging with consumers on platforms like Instagram, Facebook & Twitter, Jaipur Kurti boosts online brand engagement & drives growth in online sales. The Company's collaborations with fashion influencers further amplify its reach, particularly among younger demographics.



MARKETING CAMPAIGNS



Jaipur Kurti enamored the crowd with campaigns featured on multiple online shopping platforms. The recent 'Mere Dil Se Closet Tak' campaign narrates the tale of masterfully crafted silhouettes straight from our hearts to your closets.



*Discover the art of refined fashion with
our exquisite collections.*



The Company's in-house design and merchandising team utilizes its deep understanding of end customer requirements including in-depth market research, and data analysis to develop products across our all categories.

OUR PROFICIENCY

Forecasting:

Utilizes concept development & trend forecasting to innovate new styles & products.

Research and analysis: Gather data from a variety of sources to identify emerging trends.

Trend identification: Identify the most relevant and promising trends.

Adapt to evolving market trends and meet customer preferences



In-House Design

A proficient team of 8+ in-house designers & merchandisers.

Emphasis on crafting high-quality products featuring innovative designs

Diverse product range tailored for various occasions, including daily wear, office wear, festive attire, casual wear and lounge wear.

Data Analytics

Product launches strategically planned using business intelligence reports generated by our ERP system.

Research-driven & data-centric design approach.

Products development with through market research and customer feedback.



Autumn Winter Collection

Embracing warm hues and rich textures, resonating with the timeless elegance of Indian Modern Silhouettes



visit us at:
www.jaipurkurti.com

OUR OMNI CHANNEL SALES NETWORK

Jaipur Kurti is on an exciting journey to becoming a truly omnichannel business. One of the key benefits of this approach is the ability to ensure fast and efficient deliveries, making shopping more convenient than ever.

Our Omnichannel Stores are available in Bengaluru, Jaipur, Kota, Ghaziabad & Sri Ganganagar.

The central smartphone screen displays a product listing for a 'Jaipur Kurti' on the Myntra app. The kurti is green with a white floral print and is shown on a model. The listing includes a 59% discount, a best price of ₹574 with a coupon, and a ₹102 off on orders above ₹999. The background is a blurred image of a busy shopping mall with people walking.

Surrounding the central screen are various brand logos and category labels:

- amazon** (top center)
- Suit Sets** (top right, pink button)
- Dresses** (top left, blue button)
- Flipkart** (middle left, blue text and logo)
- Bottom Wear** (middle left, pink button)
- Myntra** (middle right, orange and pink logo)
- Kurtas & Kurtis** (middle right, blue button)
- NYKAA FASHION** (bottom right, black text)
- Winter Wear** (bottom right, red button)
- AJIO.COM** (bottom left, grey text)
- Plus Size** (bottom left, red button)
- TATA CLiQ** (bottom center, red and black logo)
- Fusion Wear** (bottom right, blue button)

OUR CLOSET



KURTAS & KURTIS | SUIT SETS | KURTA SETS | BOTTOM WEAR | LOUNGEWEAR |
TOPS & TUNICS | JUMPSUITS | DRESSES | CO-ORD SETS | DESIGNER WEAR |
SAREES | PLUS SIZE | WINTER WEAR | DRESS MATERIALS | MEN'S KURTA |
MEN'S KURTA WITH ETHNIC JACKET

AWARD-WINNING FRANCHISE

IN WOMEN'S ETHNIC WEAR



We are a rapidly growing franchisor known for our exceptional product quality, outstanding customer service, and seamless multi-channel customer experience. Our recent award - Franchisor Of The Year, Women's Apparel 2023-24 is a testament to our unwavering focus on franchise profitability and customer delight.

GROWTH DRIVERS

Favorable demographics
of Indian population



Rise in Demand of
Aspirational Products



Shift from Unbranded
(unorganized) to Branded
(organized) segment



Increasing population
of working women



Increase in per
capita income



MARKETING STRATEGIES



WEBSITE MARKETING



SOCIAL MEDIA MARKETING



OMNI CHANNEL SALES NETWORK



STRONG D2C RELATION



STRONG BRAND ENDORSEMENT



BRAND AUTHENTICITY



COLLABORATION WITH INFLUENCERS



POPULAR OFFERS AND DISCOUNTS



*Explore
1000+ styles
& silhouettes on
www.jaipurkurti.com*

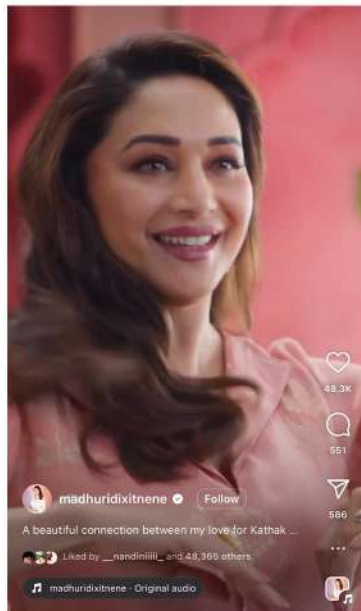


DIGITAL MEDIA CONNECT

Our social media family of approx. 150k followers help us rise to new standards with every growing trend.



A Symphony of Style!



H

WE ARE
BUILDING
OUR
BUSINESS

W

Creating a Direct to Consumer (DTC) business via Exclusive Brand Outlets (EBO) and online channels

At Jaipur Kurti, we recognise that the Indian retail consumption story is one of the most exciting in the world for some enduring reasons.

One, the country accounts for the largest population in the world; this population is growing at more than 1% each year, adding a large incremental market in a perpetual way.

Two, the economic reforms of the last three decades have transformed a large part of this population from savers to spenders; the spenders, in turn, have become even larger spenders.

Three, much of this population cluster is under-consumed for a large number of products, indicating that as incomes rise, India could be positioned at the beginning of a large multi-year higher growth runway.

At Jaipur Kurti, we believe that at a time of sectoral ferment, the priority is to be present across various consumption points across the country.

This priority is making it imperative to launch more EBOs across the nation, building a dispersed franchise.

Up to the year ending 31st March 2024, the Company had 14 EBO stores Pan-India along with 70+ SIS Counters all over India.

Big Numbers

+15

EBO's
all over India

+70

SIS Counters
all over India

Continued retail expansion of EBOs through the Company-owned and Company-operated model

At Jaipur Kurti, we believe that commissioning a retail outlet is just one part of the market effectiveness story; managing the store is the other critical half that enhances market outcomes.

At our company, one of the most decisive initiatives undertaken has been the decision to own and manage our retail stores.

Store management ensures a complete control of the customer experience. This comprises the capacity to stock the Company's large products range, doing justice to its merchandising capability.

Besides, direct store management ensures that the Company's products are prominently displayed; the right product is highlighted keeping the store location and season in mind, enhancing the ability to translate shelf space visibility into offtake.

The ability to directly manage a store indicates that the Company would be able to retain only a specific (modest) inventory across each store as part of a centralised decision, strengthening working capital efficiency.

Active store management also provides the Company with precious data that could immediately highlight what products, styles, colours and sizes are selling faster, making it possible to evolve the overall merchandise with speed.

Most importantly, direct store management empowers Jaipur Kurti to engage directly with consumers, generating a critical mass of feedback, opinions and needs that represent the foundation for the next round of the Company's merchandising journey.

Big Numbers

+15

EBO's
all over India

+70

SIS Counters
all over India



GLIMPSE OF OUR RETAIL STORES



Jaipur Kurti's journey is intertwined with our retail affiliates, spreading style far & wide. From high-end fashion emporiums to local gems, our brand story unfolds in diverse retail spaces.

Jaipur Kurti stores are located in the hearts of cities. A location accessible to everyone, we aim to provide our exquisitely crafted Indian wear outfits to women from all walks of life.



RECAP FY 23-24 FOCUS: ACCELERATING GROWTH ALONG MULTIPLE DIMENSIONS

FOCUS AREAS

New Brand / Categories

Scale each foray across channels and expand product assortment

Third-party Marketplaces

Leveraging strategic marketing, scaling the omni-channel fulfilment model and launching online-first products

Brand Website & Brand App

Build deeper omnichannel offerings and personalization capabilities

Store Upgradation

Enhanced Retail presence across key markets to showcase full representation of all brand collections & product categories

Store Addition

Expansion in existing markets & franchisee



OUR SHOP-IN-SHOP COUNTERS

Shop-In-Shop distribution is a unique retail strategy where Jaipur Kurti will be establishing mini-stores within larger retail spaces like malls and shopping centres. We currently have our stores opened in Himachal Pradesh | Haryana | Jharkhand | Punjab | Uttar Pradesh | Uttarakhand. Our top outlets are Dressland, Amarsons, Kambal Ghar, Bindal Sons, Pardeshi Family Wear, Mom & Me, Ram Garments and Lal Sons.

Dress Land
It's All About Good Taste!

Bindals
PREMIUM FAMILY DRESSING



KAMBAL GHAR

LAL & SONS
A Complete Family Store



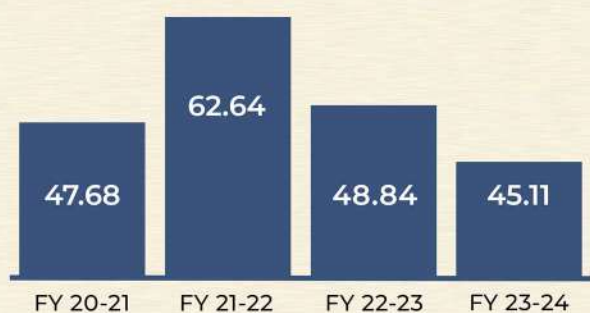
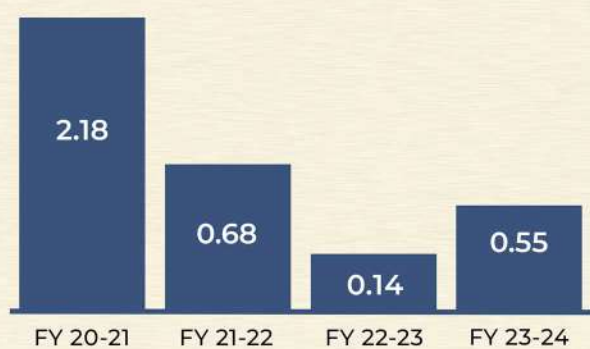
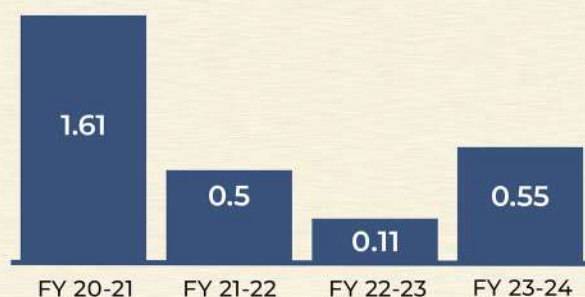
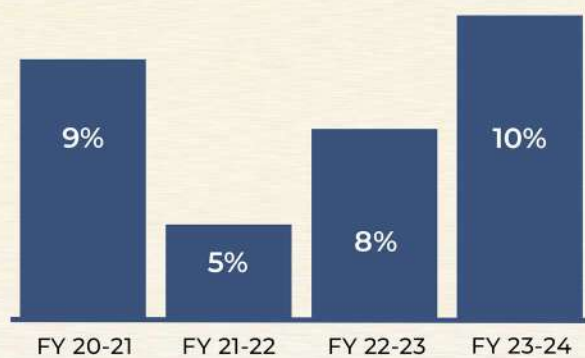
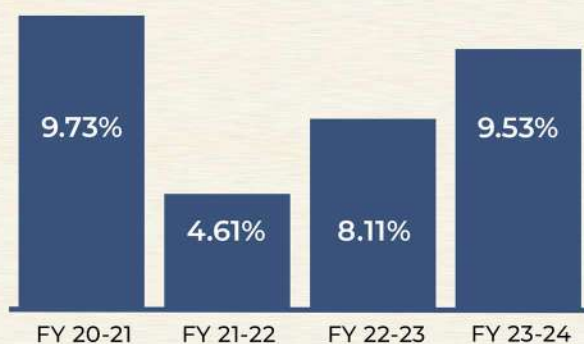


In the Financial Year 2023-24, Jaipur Kurti witnessed remarkable growth & consolidation in the competitive ethnic wear market. The brand's commitment to quality craftsmanship & innovative designs has resonate well with customers, leading to a significant increase in both online and offline sales. The year saw Jaipur Kurti expanding its product line, introducing new collections that blend traditional aesthetics with modern trends, appealing to a broader audience.

Strategic retail store openings & SIS counters across India also played a crucial role in the brand's success, enabling Jaipur Kurti to enhance its market presence across India.

Overall, FY 2023-24 has been a year of robust growth and strategic development for Jaipur Kurti, positioning the brand for continued success in the coming years.

“In the Financial Year 2023-24, we navigated challenges and unlocked new avenues of growth.”

REVENUE (IN CR.)**EBIDTA (IN CR.)****PBT (IN CR.)****PAT (IN CR.)****OPERATING PROFIT (IN CR.)****EBIDTA %****OPM%**



DEAR SHAREHOLDERS,

I am pleased to connect with you and share an overview of our Company's performance and strategic initiatives over the past year. Despite a challenging market environment, we have shown resilience, agility, and a strong commitment to our vision. Our focus on delivering high-quality products at competitive prices has enabled us to maintain a strong market position and continue our growth journey.

With great enthusiasm, I address you all once again in this Annual Shareholder letter. At the outset, I warmly welcome the shareholders to our Company and convey my sincere thanks for the trust you have bestowed in our business. Your confidence has infused new energy within the Company – to evolve further and grow the operations while always staying relevant to customers. I look forward to sharing the future success of the Company with you.

I am pleased to communicate that during the year under review, the company gained strength holistically. This provides our Company with the optimism that the company's fundamentals have strengthened and that will promote sustainable growth.

A Forerunner in the ethnic fashion domain, Nandani Creation Limited with brands “Jaipur Kurti”, “Amaiva- By Jaipur Kurti” & “Desi Fusion” has curated trendy styles for the modern woman since its inception, fusing heritage with contemporary inspirations. In the apparel space, today we are a rapidly growing fashion house that specializes in traditional designs, culturally rich styles and fashionable ethnic wear for women.

Our brand’s expertise in apparel shows through the exclusive range, which comprises a wide array of Ethnic Indian Wear such as Kurtis, Kurtas, Dresses, Pants, Suit Sets, Palazzos, Co-ord Sets, Dupattas, Unstitched Dress Materials, Sarees, etc.

KEY STRATEGIES AND ACHIEVEMENTS:

In the past year, our same-store sales growth (SSSG) remained stable, highlighting the enduring loyalty of our customers and the strength of our brand. Full-price sales contribution is excellent, showcasing the appeal of our brand and the effectiveness of our pricing strategy.

Throughout the year, we undertook several strategic initiatives to enhance our market position & operational efficiency. We added a net total of 6 stores, bringing the total store count to 15. Although this expansion was below our initial targets, it was a strategic decision to close underperforming stores that did not recover post-pandemic. This rationalization enables us to maintain a strong and profitable store portfolio. Looking ahead, we plan to expand our store footprint further by adding between 20 to 30 stores on a net basis in FY 2024-25.

BUSINESS AGILITY, RESILIENCE & SCALABILITY:

The Previous Financial year has been an exciting journey for us. On the back of our robust business capabilities, we were able to crossover the growth barriers & deliver strong results. We believe we are in our consistent growth phase as we continue to expand our reach & set up our distribution channel to reinforce our Women's Indian Wear offerings across sales channels. Further, the growing acceptance of our brand demonstrates the tremendous potential to address opportunities that lie ahead.

Alongside business growth, our focus was also on technology upgradation, organization building and process improvement to develop a resilient business model.

“Jaipur Kurti” design philosophy seamlessly blends tradition with modernity, creating collections celebrating heritage and innovation.”

To evolve with the changing dynamics of all E-commerce platforms we have increased our focus on new-aged fast-growing platforms for the following advantages:

- Faster adaptation of new-aged trends
- Better realization
- Hedging against third-party dependency risk

Every day is a new learning opportunity! Our company is in a growing phase & will continue to invest in brand-building initiatives that will help us gain visibility. It will also help us focus & grow our online sales channels to benefit from evolving consumer trends in our market and help us address the tremendous opportunities that lie ahead.

Fashion has no bar on age or criterion, when it comes to flaunting Indian ethnic styles, we want our brand loyalists to go by their personal choices. Jaipur Kurti caters to women of all age groups—its wares are available in all sizes—and focuses on finding every woman's personal style filled with trends and traditions.

A favourite with customers, Jaipur Kurti today ranks among the top brands at online marketplaces. Talking about the phenomenal success of the brand and getting a strong foothold in the Indian market, we give digital marketing and e-commerce a lot of credit.

From maintaining immaculate quality standards to ensuring quick deliveries, every aspect, however minuscule or significant, has contributed to Jaipur Kurti's journey.

RETAIL PRESENCE:

Apart from a successful digital presence, Jaipur Kurti also has a very strong offline footprint. Currently, we have 15 retail stores in India (at Vaishali Nagar, Jaipur; Triton Mall, Jhotwara, Jaipur; MGF Mall, 22 Godam, Jaipur, Sri Ganganganagar, Kota, Ajmer, Gurugram, Delhi, Bengaluru, Ahmedabad, Ambikapur etc.) and intends to open 25-30 retail stores by the end of FY 2025. The broad plan is to first have a strong presence in all major cities of Rajasthan and then expand to other major cities of India.

“With SIS counters now spanning the nation, we are bringing the Jaipur Kurti experience closer to our customers.”

During the year, the company entered the SIS Distribution Model & currently present in top outlets such as Bindals, Dressland, Kambhal Ghar, Lal sons, Amarasons etc in Punjab, Uttar Pradesh, Chandigarh, Uttarakhand, Shimla etc.

In the process of building our retail empire, our brand "Amaiva - By Jaipur Kurti", a premium segregation has a dedicated wall in each store. We have achieved a sales run rate of Rs. 8 Lakhs + per day from our Retail Stores and are set to grow further. At the current run rate, our retail stores have an EBITDA of more than 20%.

With over a decade of experience in this industry and keeping in mind varied factors like demands, prices and delivery, the team at Jaipur Kurti moulds its collection & services every season. This practice of keeping in touch with the realities while remaining rooted in tradition and heritage makes the brand unique.

During the year under review, the Company has taken multiple initiatives towards the premiumization of its products. This has increased our Average Selling Price as compared to the previous financial year.

FUTURE PLANS:

Online platforms have made shopping convenient & user-friendly. On social media platforms, our users look forward to the latest styling inspirations. Hence, our digital team is planning to gain immense traction through fashion influencers. We thus want to use technology further to tune in new retail innovations like digital changing rooms, virtual store views & Quick and fast Delivery into the basic framework of the brand.

Being in the fashion industry for more than 14 years, Nandani Creation Ltd. has left no stone unturned to assure that our customers & clients get the most desirable outfits as per their preferences. To make shopping convenient, we are also available on 3rd party platforms. We are witnessing a high acceptance of our brand "Jaipur kurti" on our proprietary sales channels as well both online & offline.

FINANCIAL UPFRONTS :

"Our robust financial growth underscores the strength of our business model and our commitment to delivering value to our customers."

The Previous Year was a soft year for us on account of the sales channel rejig undertaken during the year. As a part of our future growth plan, which will enable us to improve the pace of business growth. Secondly, we also faced challenges in the business environment due to the early offset of the summer season which is our core season. A slowdown in the retail & consumption space due to which we had to do heavy channel inventory destocking on discounted prices which impacted our overall margins.

We have started a FY25 on good note and have seen good traction at the start of Spring & Summer Season 24 & are very excited with the type of response we are getting across our product offerings.

Over the past year, our efforts have been completely dedicated towards brand-building initiatives, which has helped us to gain visibility & increase the Loyal (Repeated) Customer base along with the brand liking among our customers. Going forward, we believe this transformational journey coupled with our Omni channel offering will set us on the path of accelerated growth.

In conclusion, I would like to thank all our employees for their dedication & hard work over the past year. Our Company is grateful to its customers for their loyalty & for remaining committed to delivering them the best experience. I would also like to thank the various stakeholders, for their continued support. All these things have helped the Company overcome various challenges. This, I believe, our Company & management team have successfully demonstrated. I commend them for their leadership. Finally, I want to thank our shareholders for their trust in our business. Exciting opportunities beckon your Company; by staying agile & customer-focused, it is determined to capture these opportunities to create better value for all stakeholders.

Warm Regards,

**Sd/-
Mr. Anuj Mundhra
Chairman & Managing Director**

BOARD'S REPORT



BOARD'S REPORT 2023-24

BOARD'S REPORT

Dear Members,
Nandani Creation Limited,

We are delighted to present on behalf of Board of Directors, 12th Annual Report of Nandani Creation Limited (the company or Nandani) along with the Audited Financial Statements for the financial year ended March 31, 2024.

1. STATE OF COMPANY'S AFFAIRS AND BUSINESS OVERVIEW

A JOURNEY THAT DRIVES GROWTH:

A country is best known by its culture, and a culture is best known by its tradition. In an endeavor to bring the best of our country's cultural fabric, quite literally, we launched Jaipur Kurti a brand centered around representing Indian traditional wear for all occasions. Jaipur Kurti was created to explore the varied dynamics of Indian ethnic wear, presenting this heritage to modern women at its widest range.

Your company has three brands **"Jaipur kurti", Amaiva-By Jaipur kurti" & "Desi Fusion.**

An Indian Women's Clothing brand promoting sustainability in a creative, durable and fashionable way. Inspired by our Indian cultural heritage, every product produced narrates the tale of fabric, needles, and machines. The brand embodies meticulous fineness in each attire and is soaked in a whimsical traditional charm that every regal customer roots for.

One of the most prosperous launches of Nandani Creation Ltd., Jaipur Kurti, Amaiva- By Jaipur Kurti and Desi Fusion have gained immense recognition due to the pocket-friendly appeal and versatility that they hold while catering for something captivating to each woman out there. Taking homage to Jaipur, Rajasthan, and after the exponential growth, the brands have become synonymous with the ethnic charm, sleek modernity and traditional aesthetics for today's women. The only style theory we follow is that 'Fashion has no bar on age or criterion when it comes to flaunting style and tradition'. Catering to

women of all age groups—their wares are available in all sizes—and focus on making every woman feel like she owns her own style, trend and tradition.

A Forerunner in the ethnic fashion scene of the country, we are "Nandani Creation Limited" a NSE Listed Company, curated with dedication, commitments, modern inspirations and heritage musings. We are a leading fashion house specializing in traditional designs, culturally rich styles and ethnic wear for women. With our unique prints and patterns being fused into every-day fashion by our manufacturing facilities, we have created a diverse range of ethnic wear loved by women. We are best for specializing in the production and sale of a wide range of ethnic Indian wear consisting of Kurtis, Dresses, Suit Sets, Patiala Salwars, Salwar Kameez, Dupattas, wide variety of Bottoms etc.

We are popularly known and identified in apparel market by our brand name "Jaipur kurti" and have **14 Retail Stores (COCO & FOFO)** situated at

"Jaipur Kurti", Vaishali Nagar, Jaipur;
"Jaipur Kurti", Triton Mall, Jhotwara, Jaipur
"Jaipur Kurti", MGF Mall, 22 Godam, Jaipur
"Jaipur Kurti", Vidhyadhar Nagar, Jaipur
"Jaipur Kurti", Commercial Street, Bangalore
"Jaipur Kurti", DT Mega Mall, Gurugram
"Jaipur Kurti", Sri Ganganagar
"Jaipur Kurti", Kota
"Jaipur Kurti", Ajmer
"Jaipur Kurti", Ahmedabad
"Jaipur Kurti", Bhatinda, Punjab
"Jaipur Kurti", Ambikapur, Chattisgarh
"Jaipur Kurti", Rajouri Garden, Delhi
"Jaipur Kurti", Pacific Mall, Ghaziabad

In the Financial year 2023-24, the company has expanded its physical presence across PAN India by opening SIS Outlets, MBO's in various parts of country such as Delhi, Punjab, Varanasi, Shimla, Uttar Pradesh etc. Your company believes that our

BOARD'S REPORT 2023-24

brands have a pan-India appeal across regions. The Company has strong presence in various well known outlets such as Kumbhalgarh, Dress lands, Bindals, Lal sons etc.

Your company believes that our brands have a pan-India appeal across regions.

More details on the state of Company's affairs and business overview are discussed in the Management Discussion & Analysis Report forming part of this Annual Report.

2. FINANCIAL HIGHLIGHTS & PERFORMANCE SUMMARY

The standalone and consolidated Financial Statements for the FY ended March 31, 2024, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. Necessary disclosures regarding Ind-AS reporting have been made under the Notes to Financial Statements. The Company's performance during the FY under review as compared to the previous FY is summarized below:

During the Financial Year 2023-24:

- For the financial Year 2023-24, your Company recorded Standalone Sales of Rs. 44.22 Cr. as against Rs. 45.26 Cr in the previous years.
- The Consolidated Sales of your Company is Rs. 45.86 Cr. as compared to Rs. 49.53 Cr. the previous year.

The Standalone Profit of the Company after Taxation is Rs. 49.20 Lacs as compared to Rs. 10.99 lacs in the previous year and the Consolidated Profit of the Company after Taxation is Rs. 54.60 Lacs as compared to Rs. 10.99 Lacs in the previous year.

The company's financial performance on a consolidated basis for the year ending as on March 31, 2024 is outlined as follow:

Particulars	Year Ended 31.03.2024 (in crore)	Year Ended 31.03.2023 (in crore)
Revenue from operations	45.12	48.88
Other Income	0.73	0.65
Total Revenue	45.85	49.53
Less: Total Expenses	45.30	49.39
Profit before Exceptional & extra-ordinary items & Tax	0.55	0.14
Less: Exceptional Item	0.00	0.00
Profit/(Loss) before Tax	0.55	0.14
Less: Tax Expenses	(0.004)	(0.03)
Profit/(Loss) After Tax	0.54	0.11

3. FINANCE:

Your Company has been financing its operations and expansions through internal accruals.

We have Bank of Baroda as our banking partners since and have taken a total Cash Credit Limit of Rs. 7 Crores from the bank.

4. DIVIDEND

With a view to provide cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review.

5. TRANSFER TO RESERVES

The Board of Directors of the Company has transferred amount of Rs. 0.48 Lacs to its Reserve & Surplus account during the Financial Year 2023-24.

BOARD'S REPORT 2023-24

6. CONSOLIDATED FINANCIAL STATEMENT:

In accordance with the provisions of the Act, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "Listing Regulations") and applicable Accounting Standards, the Company is required to submit Audited Consolidated financial statements of the Company, together with the Auditor's report from part of this Annual Report.

7. CHANGE IN CAPITAL STRUCTURE:

The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore and Eighty Lakhs) Equity Shares of Rs. 10.00 (Rupees Ten Only) each.

The Company has increased its Authorized Share Capital from Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000/- (One Crore and Thirty Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to ₹ Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000/- (One Crore and Eighty Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) vide a Ordinary Resolution passed through Postal Ballot by Members on February 16, 2024 pursuant to Section 62(1)(c) of the Companies Act, 2013..

During the year under review, the company's paid up capital is increased via conversion of Warrants into Equity Shares vide Board Meeting dated December 14, 2023 for 50,000 shares.

After the said allotment, the paid up Equity Share Capital is 11,48,39,500/- (Rupees Eleven Crores Forty Eight Lacs Thirty Nine Thousand Five Hundred Only) divided into 1,14,83,950 (One Crores Fourteen lacs Eighty Three Thousand Nine Hundred Fifty) Equity Shares of `10/- (Rupees Ten Only) each.

8. INFORMATION ABOUT SUBSIDIARIES/ASSOCIATE COMPANY/JOINT VENTURES:

The Company has one Wholly Owned Subsidiary Company:

Desi Fusion India Private Limited

Desi Fusion India Private Limited was incorporated in Jaipur on 31.05.2016. Our Subsidiary Company is engaged in the business of Buying and Selling of Fabrics.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (the Act) Accounting Standards and Securities and Exchange Board of India (SEBI)(Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) the Company has prepared consolidated financial statements which form part of this Annual Report.

In accordance with Schedule V of Listing Regulations, the Company is required to make the Disclosure for its Holding Company and Subsidiary Company.

A separate statement containing salient features of the financial statements of the Company's subsidiary in prescribed form AOC- 1 and the Disclosure under Schedule V is annexed as Annexure 1 to this report.

The audited financial statement including the consolidated financial statements of the Company and all other documents required to be attached thereto is available on the Company's website i.e. www.nandanicreation.com The financial statement of the subsidiary company is available on the Company's Website i.e. www.nandanicreation.com

9. SECRETARIAL STANDARDS

Pursuant to the provisions of **Section 118 of the Companies Act, 2013**, the Company has complied with the applicable provisions of secretarial standards, SS1 & SS2 issued by the Institute of Company Secretaries of India.

10. MATERIAL ORDER

In pursuance to Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, no significant or material

BOARD'S REPORT 2023-24

orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

11. OPENING OF NEW RETAIL STORES WITH BRAND "JAIPUR KURTI"

Your Company Nandani Creation Limited has total 8 Retail Stores (COCO) and 5 Retail Stores (FOFO) in India.

The Company has opened three COCO store in the F.Y. 2023-24 to expand its business at Bengaluru, Karnataka, Kota, Rajasthan and Sri Ganganagr, Rajasthan. The Proposed Retail stores were spread over ~ 800-1000 sqft area and will offer the latest collection for women wear brands "Jaipur Kurti" and "Amaiva" by Jaipur Kurti.

The Company has opened three FOFO store in the F.Y. 2023-24 and till date to Strengthen Company's own sales channel network at Ambikapur, Chattisgarh, Bhatinda, Punjab and Ajmer, Rajasthan.

The Company has launched its 14th Retail Store on April 02, 2024 making the total count to Fourteen (14).

Through continuous focus on its own D2C sales platforms Nandani Creation is poised to strengthen its presence in women Indian wear offering category with a diverse range of collection under the brands "Jaipur Kurti" and "Amaiva" by Jaipur Kurti.

12. OPENING OF SIS OUTLETS WITH BRAND "JAIPUR KURTI"

Your company has expanded its Retail footprints by opening 70+ SIS (Shop-in-Shop) Outlets in various parts of the Country such as Punjab, Uttar Pradesh, Delhi, Ghaziabad, Jalandhar, Shimla, Chandigarh etc.

The Major names of SIS Counters are Dress Land, Bindals, Lal Sons, Kambhalghar etc.

13. MATERIAL CHANGES & COMMITMENTS AFFECTING THE COMPANY:

In pursuance to Section 134(3)(l) of the Companies Act, 2013, the following Material Changes have occurred between the end of Financial Year and date of this Report affecting the financial position of the Company.

14. PUBLIC DEPOSIT

The Company has not accepted any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of Deposits which are not in compliance with Chapter V of the Act is not applicable.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming a part of this annual report.

16. FURTHER PUBLIC OFFER- RIGHTS ISSUE

During the year Financial Year 2023-24, the company in its Board Meeting held on March 23, 2024 has considered and approved the filling of the Draft Letter of Offer (DLOF) dated March 23, 2024 with Stock Exchange for raising of Funds through Issuance and allotment of equity shares for an amount not exceeding Rs. 1600 Lakhs to the eligible Equity Shareholders of the Company on the rights Basis.

The company has applied to the Stock Exchanges seeking in-principle approval for the proposed rights Issue on March 24, 2024.

The Company has received the In-principle Approval of stock exchange on April 05, 2024 for the proposed Rights Issue.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE).

The Directors are pleased to inform that the Company has completed the Rights Issue of its

BOARD'S REPORT 2023-24

Equity Shares of 53,27,656 fully paid up Equity shares at a price of Rs. 30/- per equity share (including premium of Rs. 20/- per Equity shares) aggregating to Rs. 1598.30 lakhs on rights Basis to the Eligible Equity shareholders in the ratio of 100 rights equity shares held by the Eligible Equity Shareholders on the record date i.e. on Thursday, July 04, 2024.

The Rights issue was opened on Friday, July 12, 2024 and was closed on Friday, July 26, 2024.

The Company has received approval from NSE for trading of the shares allotted under rights Issue on August 08, 2024.

As per the Object Clause of the Offer, the net proceeds of the Issue were to be utilized towards:

1. To augment the existing and incremental working capital requirement of our Company
2. Investment in our Subsidiary, Desi Fusion Private Limited (DFPL) for funding its Working Capital Requirement.

3. General Corporate Purposes

Post the Issue, 45.69% of the Equity Share capital of the Company is held by the Promoter and Promoter Group.

17. RELATED PARTY TRANSACTIONS:

During the financial year ended March 31, 2024, all the transactions with the Related Parties as defined under section 188 the Act read with rules framed there-under and Regulation 23 of the Listing Regulations were in the 'ordinary course of business' and 'at arm's length' basis. The Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the Listing Regulations.

During the year under review, the Company did not enter into any Related Party Transactions which require prior approval of the Members. All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. Subsequently, the Audit Committee and the Board have reviewed the Related Party

Transactions on a periodic basis. During the year under review, there has been no materially significant Related Party Transactions having potential conflict with the interest of the Company except with the wholly owned subsidiary.

Further As per SEBI (LODR) Regulations, 2015 and Companies Act, 2013 transactions entered into between a holding company and its wholly owned subsidiary is exempted from any type of approvals whether by Board or shareholders.

There are no particulars of material contracts or arrangements with related parties referred in section 188(1) of the Act. Information on transactions with related parties pursuant to Section 188(1) for entering into such contract or arrangement in Form AOC-2 is annexed to this Report as [Annexure-2](#). All the transactions with the related party were in accordance

with the Section 188 of the Companies Act, 2013, read with the Rules issued thereunder and the Listing Regulations.

The Company has formulated a policy on materiality of related party transactions and also on dealing with Related Party Transactions which has been uploaded on the Company's website at the web link <https://www.nandancreation.com/docs/investors/policies/POLICY-ON-MATERIALITY-OF-RELATED-PARTY-TRANSACTIONS.pdf>

18. AUDITOR AND REPORT THEREON:

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has appointed **M/s Manisha Godara & Associates, Company Secretaries, New Delhi (FRN: S2014RJ268900)** as the Secretarial Auditor to conduct an audit of secretarial records for the financial year **2022-23**.

The Secretarial Audit Report for the financial year ended 31st Day of March, 2024 under Act, read with Rules made thereunder and Regulations 24A of the listing regulations (including any statutory modification(s) or re – enactment(s) thereof for the

BOARD'S REPORT 2023-24

time being in force) is set out in the [Annexure 3](#) to this report.

The Secretarial Audit Report does not contain any qualification.

The Board has re – appointed **M/s Manisha Godara & Associates, Company Secretaries, New Delhi (FRN: S2014RJ268900)** as Secretarial Auditors of the Company for FY 2023-24. The company has received consent from Mrs. Manisha Godara to act as the auditor for conducting audit of the secretarial records for the financial year ending as on 31st Day of March, 2025.

Further, in line with the aforesaid compliance, the Board of Directors has re-appointed **M/s Manisha Godara & Associates, Company Secretaries, New Delhi (FRN: S2014RJ268900)**, in its meeting held on 05th September, 2024 for conducting the Secretarial Audit for the Financial Year ending as on 31st March, 2025.

Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended March 31, 2024 from **M/s Manisha Godara & Associates, Company Secretaries, New Delhi** in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019. The said Report for the financial year ended March 31, 2024 has been submitted to the Stock Exchanges within the prescribed statutory timelines and annexed to the Report on Corporate Governance.

STATUTORY AUDITORS & STATUTORY AUDIT REPORT

M/s Ashok Holani & Co., Chartered Accountants, Jaipur (FRN: 009840C), were re-appointed for the 2nd Tenure as the statutory Auditors of the Company at 8th Annual General Meeting of the Company held on 28th September, 2020 for a period of 5 years till 13th Annual General Meeting to be held in the FY 2025, subject to ratification at every AGM.

M/s Ashok Holani & Co., Chartered Accountants, Jaipur (FRN: 009840C), have submitted their resignation w.e.f. May 14, 2024. The reason mentioned for resignation was

Consideration of resources presently available with audit firm to handle professional obligations and responsibilities on account of the operational requirements of the auditee Company”.

The Company have accepted the resignation and put the same on their record and reference.

Due to the casual vacancy caused by the resignation of M/s Ashok Holani & Company, Chartered Accountants, Jaipur, the company has appointed **M/s P C Modi & Company, Chartered Accountants, Jaipur (FRN: 000239C)** on June 06, 2024 to hold office till the ensuing General Meeting of the Company.

The Company has called the Extra Ordinary General Meeting on September 04, 2024 and have appointed M/s P C Modi & Company, Chartered Accountants to hold office till the ensuing Annual General Meeting scheduled to be held on September 30, 2024.

The Statutory Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2024. The Auditors' Report for the financial year ended 31st March, 2024 on the financial statements of the Company is a part of this Annual Report.

As per sub section 12 of section 143 of the Act during the financial year no fraud was reported by the Auditor of the Company in their Audit Report.

INTERNAL AUDITORS & INTERNAL AUDIT REPORT

The Board of Directors of the Company has appointed **M/s Jain Shrimal & Co., Chartered Accountants, Jaipur (FRNo.: 001704C)** as the Internal Auditor to conduct an audit of Internal records for the financial year **2023-24**.

The Board has re – appointed **M/s Jain Shrimal & Co., Chartered Accountants, Jaipur (FRN: 001704C)** as Secretarial Auditors of the Company for FY 2023-24. The company has received consent from them to act as the auditor for conducting audit of the internal records for the financial year ending as on 31st March, 2025.

Further, in line with the aforesaid compliance, the Board of Directors has re-appointed **M/s Jain**

BOARD'S REPORT 2023-24

Shrimal & Co., Chartered Accountants, Jaipur (FRN.: 001704C), in its meeting held on 05th September, 2024 for conducting the Internal Audit for the Financial Year ending as on 31st March, 2025.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board of Directors and keep our governance practices under continuous review.

As on March 31, 2024, the total Board strength comprises of 6 Directors out of which 3 Directors are Executive Directors and 3 are Non- Executive Independent Directors. All Independent Directors of the company as on the date of this report have also registered on Independent Directors in Database of IICA for Independent Directors.

The Company's Board Members are from diverse backgrounds with skills and experience in critical areas like Marketing, Finance & Taxation, Economics, Law, Governance etc. Further, all Independent Directors are persons of eminence and bring a wide range of expertise and experience to the board thereby ensuring the best interests of stakeholders and the Company. They take active part at the Board and Committee Meetings by providing valuable guidance to the management on various aspects of Business, Policy Direction, Compliance etc. and play critical role on issues, which enhances the transparency and add value in the decision making process of the Board of Directors. The composition of the Board also complies with the provisions of the Act and Regulation 17(1) of Listing Regulations. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory, as well as business requirements

During the year under review, the following changes occurred in the Board of Directors:

• Retirement by Rotation:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mrs. Vandana Mundhra (DIN: 05202403) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for consideration by the Members of the Company at the 12th Annual General Meeting.

Pursuant to the provisions of Section 203 of the Act, the KMP's of the Company as on March 31, 2024 are as follows:

1. Mr. Anuj Mundhra, Chairman & Managing Director
2. Mrs. Vandana Mundhra, Whole-Time Director
3. Mrs. Sunita Devi Mundhra, Whole-Time Director
4. Mr. Gaurav Jain, Non-Executive Independent Director
5. Mr. Gagan Saboo, Non-Executive Independent Director
6. Mr. Neetesh Kabra, Non-Executive Independent Director
7. Mr. Dwarka Dass Mundhra, Chief Financial Officer
8. Ms Gunjan Jain, company Secretary & Compliance Officer

None of the Directors of the Company are disqualified/ debarred as per the applicable provisions of the Act and the Securities and Exchange Board of India.

20. CORPORATE GOVERNANCE REPORT:

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a Certificate of Auditors on its Compliance forms an integral part of this Report Annual Report as [Annexure-4](#).

21. EXTRACT OF ANNUAL RETURN:

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company is available on the Company's website at the following web link:-

BOARD'S REPORT 2023-24

<https://www.nandanicreation.com/annual-report.php>

22. BOARD MEETING:

During the year under review 7 (Seven) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The details of Meetings of the Board and its Committees are given in the Corporate Governance Report.

23. GENERAL MEETINGS:

Annual General Meeting:

The 11th Annual General Meeting of the members of the Company was held on Friday, September 29, 2023, through video conference pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 5, 2020 and all other relevant circulars issued from time to time by MCA (collectively referred to as "MCA Circulars") to approve Financial Statements and other matters. All the Executive Directors were present in the meeting.

Extra-Ordinary General Meeting:

During the Financial Year 2023-24, the company has not conducted any Extra Ordinary General Meeting (EGM)

The Company held an Extra Ordinary General Meeting on Wednesday, September 04, 2024 through VC/OAVM for the following matter:

- Appointment of Statutory Auditors to fill the casual vacancy on resignation.

All the executive Directors were present in the meeting.

Postal Ballot:

The company has passed following Special Business vide resolutions passed through postal ballot:

- Ordinary Resolution for Increase in the Authorized Share Capital and consequent

alteration of the capital clause in the Memorandum of Association.

- Special Resolution for Authorizing capital raising through Issuance of Equity Shares.

The Resolutions were passed through Postal ballot by Members on February 16, 2024. At present, the Company has no proposal to pass any special resolution through postal ballot.

24. COMMITTEES OF THE BOARD

The Board of Directors of the Company has constituted the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee

Pursuant to the provisions of the Act and Rules made there under and SEBI (LODR) regulation, 2015, the board has constituted various committees. Composition and other details on the committee are given in the Corporate Governance Report.

The Committees' composition, charters and meetings held during the year and attendance thereat, are given in the Report on Corporate Governance forming part of this Annual Report.

25. MEETING OF INDEPENDENT DIRECTORS

Pursuant to Clause VII of the Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, the Independent Directors of the Company are required to hold at least one meeting in a year without the attendance of Non-Independent Directors and Members of Management. All the Independent Directors of the Company shall strive to be present at such meeting.

The Details of the three Independent Directors of the Company are as follows:

BOARD'S REPORT 2023-24

Name of Member	Status	Designation
Mr. Gaurav Jain	Chairman	Independent Director
Mr. Gagan Saboo	Member	Independent Director
Mr. Neetesh Kabra	Member	Independent Director

During the year, **One (1)** Meeting of the Independent Directors was convened and held on 01.09.2023.

TERMS OF REFERENCE:

- The performance of Non-Independent directors and the Board as a Whole;
- The performance of the Chairperson of the Company, taking into account the views of executive directors and Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of Information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties;

26. DECLARATION OF INDEPENDENCY BY INDEPENDENT DIRECTORS:

There are three Independent Directors on the Board of the Company. Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under section 149(6) and Schedule IV of the Act and Regulation 16 of the SEBI Listing Regulations.

The Independent Directors have also submitted a declaration confirming that they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the

Act, and the rules made thereunder and are independent of the management.

None of the independent directors are aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Board of Directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the same and in their opinion, the Independent Directors fulfill the conditions specified in the Act and SEBI Listing Regulations and are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act along with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company as per SEBI Listing Regulations.

27. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with the requirements of the Act and the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors with regard to their roles, rights and responsibilities in the Company and provides details regarding the nature of the industry in which the Company operates the business models of the Company etc. which aims to provide insight to the Independent Directors to understand the business of the Company.

Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities. The details of the familiarization program for Independent Directors are available on the Company's website and can be accessed at www.nandanicreation.com

28. PERFORMANCE EVALUATION

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration committee to formulate a process for effective evaluation of the performance of

BOARD'S REPORT 2023-24

individual directors, committees of the Board and the Board as a whole.

The Board formally assesses its own performance based on parameters which, inter alia, include performance of the Board on deciding long term strategy, rating the composition and mix of Board members, discharging of governance and fiduciary duties, handling critical and dissenting suggestions, etc.

The parameters for the performance evaluation of the Directors include contribution made at the Board meeting, attendance, instances of sharing best and next practices, domain, knowledge, vision, strategy, engagement with senior management etc.

The independent directors at their separate meeting review the performance of non – independent directors and the Board as a whole, chairperson of the Company after taking into account the views of Executive director and non – executive directors, the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

Based on the outcome of the performance evaluation exercise, areas have been identified for the Board to engage itself with and the same would be acted upon.

29. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to ***Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)***, the Directors of the Company confirm that:

- (a) In the preparation of the annual accounts for the financial year ended 31st March, 2024 the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as give a true and fair view of the state of affairs of the

Companies as at 31st March, 2024 and of profit and Loss of the Company for the financial year ended 31st March, 2024;

- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Company Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) the annual accounts have been prepared on a “going concern” principal;
- (e) proper internal financial control laid down by the directors were followed by the Companies and that such internal financial controls are adequate and operating effectively ; and;
- (f) Proper system to ensure compliance with the provisions of all applicable laws was in place and that such system are adequate and operating effectively.

30. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis as stipulated under the Listing Regulations is presented in a separate section forming part of this Annual Report as **Annexure-5**. It speaks about the overall industry structure, global and domestic economic scenarios, developments in business operations/performance of the Company's various businesses viz., decorative business, international operations, industrial and home improvement business, internal controls and their adequacy, Risk, threats, outlook etc.

31. BUSINESS RESPONSIBILITY STATEMENT

Your Company has always been at the forefront of voluntary disclosures to ensure transparent reporting on all matters related to the Company's governance and business operations. The report comprehensively covers your Company's philosophy on corporate social responsibility, its sustainability activities pertaining to efforts on conservation of environment, conducting green awareness events, its commitment towards society, enhancing primary education, initiatives and activities taken up as part of this philosophy for the year 2023-24. But since, this report is applicable only on Top 1000 Listed Entities, we are not attaching the report with the Annual Report.

BOARD'S REPORT 2023-24

32. DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

According to Section 134(5) (e) of the Act, the term 'Internal Financial Control' ('IFC') means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and early detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has established a robust framework for internal financial controls. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during **FY 2023-24**.

33. INSIDER TRADING CODE OF CONDUCT:

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives to formulate a framework and policy for disclosure of events and occurrences that could impact price discovery in the market for its securities as per the requirements under SEBI(Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct has been made available on the Company's website at www.nandanicreation.com

34. NOMINATION & REMUNERATION POLICY:

The salient features of the Nomination and Remuneration Policy of the Company are set out in the Corporate Governance Report which forms part of this Annual Report.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee

shall formulate the criteria for appointment & Re-appointment of Directors on the Board of the Company and persons holding senior management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations. The Policy details are given in Corporate Governance Report.

35. OTHER STATUTORY DISCLOSURES

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has formulated a Whistle Blower Policy and has established Vigil Mechanism for employees including Directors of the Company to report genuine Concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Act.

The Whistle Blower Policy of the Company is also available on the website of the Company at the link <http://www.nandanicreation.com/docs/investors/policies/WHISTLER-BLOWER-POLICY.pdf>. During the year, no whistle blower event was reported & mechanism is functioning well. Further, no personnel has been denied access to the Audit Committee.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no such significant and material orders passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

PARTICULARS OF EMPLOYEES

Pursuant to the amendment in the Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a detailed statement is attached as **Annexure-6**.

Apart from that, there are no Employees in the Company whose particulars are required to be disclosed in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in the report.

BOARD'S REPORT 2023-24

The Company is required to give the Disclosure under Schedule V Part II secti2 of the Act. The same is attached in Annexure-6.

RISK MANAGEMENT POLICY

The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimizes adverse impact on the business objectives and enhances the Company's competitive advantage. The Risk Management Policy defines the risk management approach across the enterprise at various levels including documentation and reporting.

The Risk Management procedure will be reviewed by the Audit Committee and the Board of Directors on time to time basis.

LISTING OF SHARES

Your Company's shares are listed on the National Stock Exchange of India Limited and the Listing fee for the year 2023-24 has been duly paid.

DEPOSITORY SYSTEM

As the Members are aware, your Company's shares are trade-able compulsorily in electronic form and your Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, the members are requested to avail the facility of Dematerialization of the Company's shares

on NSDL & CDSL. The **ISIN** allotted to the Company's Equity shares is **INE696V01013**.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has further redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will

be on job rotation and multi-skilling. HRD activities are taken in the Company involving positive approach to develop employees to take care of productivity, quality and customer needs. The Company has to make constant efforts to manage labour shortages. To develop skilled labour, training facilities are provided to the employees in house or by deputing them to the machinery suppliers and to training institutes for specific training. The Company has well developed management information system giving daily, monthly and periodical information to the different levels of management. Such reports are being analyzed and effective steps are taken to control the efficiency, utilization, productivity and quality in the Company.

36. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is as follows:

1. The Company has no activity involving conservation of energy or technology absorption.
2. There is no foreign exchange earnings and outgo.

37. GREEN INITIATIVES:

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 10th Annual General Meeting of the Company including the Annual Report for FY 2021-22 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

38. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

BOARD'S REPORT 2023-24

In order to prevent sexual harassment of women at work place "The Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013" was notified on 9th December, 2013, under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

In terms of the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company adopted a policy for prevention of Sexual Harassment of Women at workplace and also set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

During the financial year ended 31st March, 2024,, the Company did not receive any compliant and no compliant was pending at beginning and at the end of the year.

39. CODE OF CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT:

The code of conduct has been circulated to all the members of the Board and Senior Management Personnel and they have affirmed their compliance with the said code of conduct for the financial year ended on March 31, 2024.

A declaration to this effect signed by Mr. Anuj Mundhra Managing Director and Mr. Dwarka Dass Mundhra, Chief Financial Officer, of the Company stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and senior management is annexed as "**Annexure A**" to the Corporate Governance Report forming part of this Report

40. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") there was no dividend which is unclaimed/ unpaid for more than seven years, hence the company is not

required to transfer any amount to Investor Education and Protection Fund.

41. CERTIFICATIONS FROM CHIEF FINANCIAL OFFICER/CHIEF EXECUTIVE OFFICER OF THE COMPANY:

The Company has obtained a Compliance Certificate in accordance with Regulation 17(8) of Listing Regulations from Mr. Dwarka Dass Mundhra, the Chief Financial Officer and Mr. Anuj Mundhra, Chairman and Managing Director of the Company. The Same is forming as **Annexure-7** the part of this Annual Report.

The Company has also obtained a Declaration signed by Chief Financial Officer stating that the Members of the Board of Directors and Senior management personnel have affirmed compliance with the code of conduct of Board of Directors and senior management. The Same is forming as **Annexure-7** the part of this Annual Report.

42. GENERAL DISCLOSURES:

Other disclosures required as per Companies Act, 2013 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other laws and rules applicable are either NIL or NOT APPLICABLE to the company.

43. APPRECIATION

Your Directors' would like to express their gratitude to the esteemed shareholders for their trust and confidence in the management of the Company and will also like to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended by our users, bankers, customers, suppliers, local authorities, business associates, government & non-government agencies and various other stakeholders.

The Board of Directors wishes to express its appreciation for the valuable contribution and continued hard work made by each and every

BOARD'S REPORT 2023-24

member of the Jaipur Kurti Family at all levels, amidst the challenging time. Their dedicated efforts and enthusiasm have been pivotal to your Company's growth

DATE: JAIPUR
PLACE: 05.09.2024

FOR AND ON BEHALF OF NANDANI CREATION LIMITED

Sd/-
ANUJ MUNDHRA
MANAGING DIRECTOR
DIN: 05202504

Sd/-
VANDANA MUNDHRA
WHOLE-TIME DIRECTOR
DIN: 05202403

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Sl. No.	1
2.	Name of the subsidiary	DESI FUSION INDIA PRIVATE LIMITED
3.	The date since when subsidiary was acquired	31.05.2016
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 ST MARCH, 2024
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INDIAN RUPEES
6.	Share capital	Rs. 50 Lacs
7.	Reserves & surplus	Rs.
8.	Total assets	Rs. 1040.91 Lacs
9.	Total Liabilities	Rs. 891.90 Lacs
10.	Investments	0
11.	Turnover	Rs. 1033.42 Lacs
12.	Profit before taxation	Rs. 0.89 Lacs
13.	Provision for taxation	Rs. 4.49 Lacs
14.	Profit after taxation	Rs. 5.39 Lacs
15.	Proposed Dividend	0
16.	Extent of shareholding (In percentage)	99.99%

Desi Fusion India Private Limited was incorporated on **31.05.2016** and since the incorporation it was the **Wholly-Owned Subsidiary** Company of Nandani Creation Limited.

PART “B”: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited Balance Sheet Date	--	--	--
2. Date on which the Associate or Joint Venture was associated or Acquired	--	--	--
3. Shares of Associate/Joint Ventures held by the company on the year end	--	--	--
No.	--	--	--
Amount of Investment in Associates/Joint Venture	--	--	--
Extend of Holding (In percentage)	--	--	--
4. Description of how there is significant influence	--	--	--
5. Reason why the associate/joint venture is not consolidated	--	--	--
6. Net worth attributable to shareholding as per latest audited Balance Sheet	--	--	--
7. Profit/Loss for the year	--	--	--
i. Considered in Consolidation	--	--	--
ii. Not Considered in Consolidation	--	--	--

DATE: JAIPUR
LIMITED PLACE: 05.09.2024

FOR AND ON BEHALF OF NANDANI CREATION

Sd/-
ANUJ MUNDHRA
MANAGING DIRECTOR
DIN: 05202504

Sd/-
VANDANA MUNDHRA
WHOLE-TIME DIRECTOR
DIN: 052024

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

Details of contracts or arrangements or transactions not at arm's length basis

SN	Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
-	-	-	-	-	-	-	-	-

2. Details of material contracts or arrangement or transactions at arm's length basis

S N	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	M/s Desi Fusion India Pvt. Limited (Wholly owned subsidiary Company)	Purchase of Goods	12 Months	As per the agreement	25.05.2023	-
2	M/s Desi Fusion India Pvt. Limited (Wholly owned subsidiary Company)	Receiving of Services	12Months	As per the agreement	25.05.2023	-
3	M/s Desi Fusion India Pvt. Limited (Wholly owned subsidiary Company)	Sale of Goods	12 Months	As per the agreement	25.05.2023	
4	Anuj Mundhra, Chairman & Managing Director	Payment of Remuneration to Managing Director	5 years with effect from August 15, 2021 to August 14, 2026	Rs. 4,20,000/- per month and other perquisites & allowances with increments as may be decided by the Board of Directors from time to time and as mentioned in the Resolution passed	25.05.2023	

ANNEXURE-2

5	Vandana Mundhra, Whole-Time Director	Payment of Remuneration to Managing Director	5 years with effect from August 15, 2021 to August 14, 2026	Rs. 1,50,000/- per month and other perquisites & allowances with increments as may be decided by the Board of Directors from time to time and as mentioned in the Resolution passed	25.05.2023	
6	Sunita Devi Mundhra, Whole-Time Director	Payment of Remuneration to Managing Director	5 years with effect from August 15, 2021 to August 14, 2026	Rs. 1,20,000/- per month and other perquisites & allowances with increments as may be decided by the Board of Directors from time to time and as mentioned in the Resolution passed	25.05.2023	
7	Vandana Mundhra (Leasing of Brand name "Amaiva")	Rent paid	12 Months	As per the agreement	25.05.2023	

DATE: JAIPUR
PLACE: 05.09.2024

FOR AND ON BEHALF OF NANDANI CREATION LIMITED

Sd/-
ANUJ MUNDHRA
MANAGING DIRECTOR
DIN: 05202504

Sd/-
VANDANA MUNDHRA
WHOLE-TIME DIRECTOR
DIN: 05202403

FORM MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

**(Pursuant to Section 201, 9(1) of the Companies Act, 2013 and Rule No. 09 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014**

To
The Members
M/s Nandani Creation Limited
G-13, Kartarpura Industrial Area,
Near 22 Godam, Jaipur-302006,
Rajasthan

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**NANDANI CREATION LIMITED**” (hereinafter called the “company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2024 according to the provisions of:

(i) The Companies Act, 2013 (“the Act”) and Companies Act, 1956 (to the extent applicable) the rules made there under including any re-enactment thereof;

(ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) to the extent applicable during the Audit Period;

We have also examined compliance with the applicable clauses of the following:

- I. The Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
- II. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

The following Regulations and Guidelines prescribed under The Securities and Exchange Board of India Act, 1992 were, in our opinion, not attracted during the financial year under report;

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the Audit Period.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or consent of all directors were received in writing for shorter board meeting notice consents (if any), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried by majority as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Management Responsibility:

- i. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test

basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;

iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or verified compliances of laws other than those mentioned above;

iv. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

v. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;

vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Manisha Godara and Associates
Company Secretaries
FRN: S2014RJ268900

Date: 05-09-2024
Place: New Delhi

Sd/-
Manisha Godara
A36531
CP 13570
UDIN: A036531F001114102

CORPORATE GOVERNANCE REPORT



CORPORATE GOVERNANCE REPORT

(In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended))

NANDANI CREATION'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Nandani Creation Limited (hereinafter referred to as "Company" or "Nandani") is fully committed to practicing sound corporate governance and upholding the highest business standards in conducting business. Being a value-driven organization, the Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance, viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of the Company.

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stake holders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter called "the Listing Regulations" as applicable, with regard to corporate governance and also the Guidance Note on Board Evaluation as prescribed by the Securities and Exchange Board of India (SEBI).

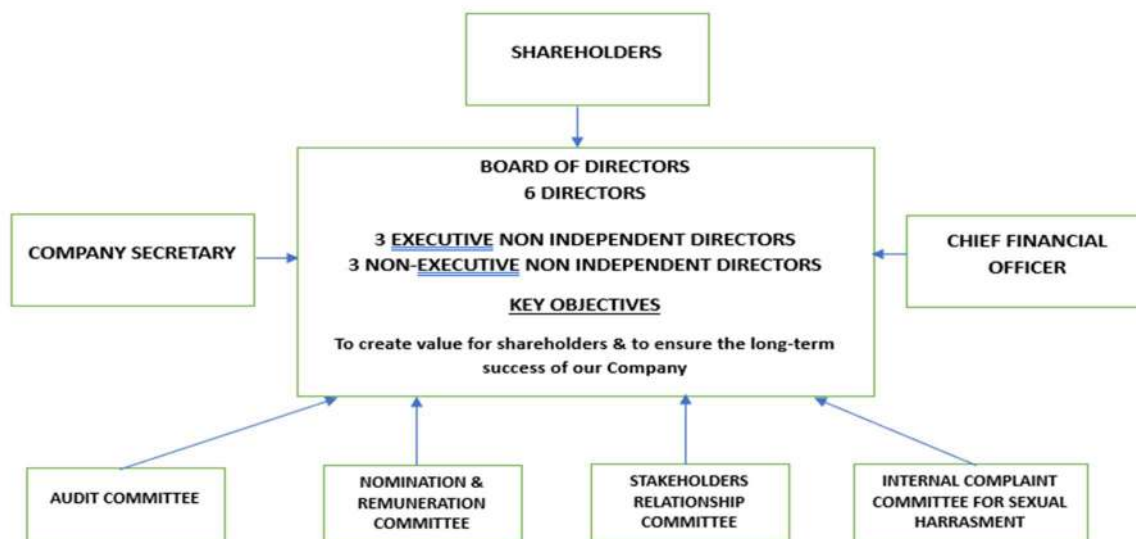
DATE OF REPORT

The information provided in this Report on Corporate Governance for the purpose of unanimity is as on March 31, 2024. This Report is updated as on the date of the Report wherever applicable.

GOVERNANCE STRUCTURE AND DEFINED ROLE AND RESPONSIBILITIES

Nandani Creation's governance structure comprises of Board of Directors, committees of the Board and the Management.

OUR CORPORATE GOVERNANCE FRAMEWORK



BOARD OF DIRECTORS

The Board plays crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders.

This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board of Directors and keep our governance practices under continuous review.

As on March 31, 2024, the total Board strength comprises of 6 Directors out of which 3 Directors are Executive - Non Independent Directors and 3 are Non-Executive - Independent Directors. The Company's Board Members are from diverse backgrounds with skills and experience in critical areas like Marketing, Banking, Finance & Taxation, Economics, Law, Governance etc. Further, all Independent Directors are persons of eminence and bring a wide range of expertise and experience to the board thereby ensuring the best interests of stakeholders and the Company. They take active part at the Board and Committee Meetings by providing valuable guidance to the management on various aspects of Business, Policy Direction, Governance, Compliance etc. and play critical role on issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and Regulation 17(1), 17(1)(a) and 17(1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as SEBI Regulations). The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory, as well as business requirements. Further in the opinion of Board, the Independent Directors fulfill the conditions specified in SEBI Regulations as amended from time to time and are independent of management.

COMPOSITION OF THE BOARD

The composition and size of the Board is reviewed periodically to ensure an optimum mix of directors with complementary skill sets and varied perspectives for constructive debates facilitating more effective decision making.

As on the date of this report, the Board is comprised of 6 directors, 3 (Three) of which are executive promoter directors & 3 (Three) are Independent Directors.

The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the rules issued thereunder.

Sr. No.	Name of Director	Category	Date of Appointment	No. of Directorships (As on 31.03.2024)	Total No. of Committee positions in Mandatory Committees (As on 31.03.2024)		
					Chairman	Member	Total
1.	Mr. Anuj Mundhra DIN: 05202504	Promoter Executive Director	21/02/2012	--	--	1	1
2.	Mrs. Vandana Mundhra DIN: 05202403	Promoter Executive Director	21/02/2012	--	--	1	1
3.	Mrs. Sunita Devi Mundhra DIN: 05203015	Promoter Executive Director	21/02/2012	1	--	--	--
4.	Mr. Gaurav Jain DIN: 00065686	Independent Director	12/08/2016	2	3	--	3
5.	Mr. Neetesh Kabra DIN: 01574553	Independent Director	12/08/2016	--	--	2	2
6.	Mr. Gagan Saboo DIN: 07545038	Independent Director	12/08/2016	--	--	2	2

The attendance of each Director at all meetings of Board of Directors and at the last Annual General Meeting held during the FY 2023-24:

ANNEXURE-4

NAME OF DIRECTORS						
Date of Board Meetings	Anuj Mundhra	Vandana Mundhra	Sunita Devi Mundhra	Gaurav Jain	Neetesh Kabra	Gagan Saboo
25.05.2023	YES	YES	YES	YES	YES	YES
14.08.2023	YES	YES	YES	YES	YES	YES
01.09.2023	YES	YES	YES	YES	YES	YES
14.11.2023	YES	YES	YES	YES	YES	YES
14.12.2023	YES	YES	YES	YES	YES	YES
10.01.2024	YES	YES	YES	YES	YES	YES
27.01.2024	YES	YES	YES	YES	YES	YES
23.03.2024	YES	YES	YES	YES	YES	YES
NAME OF DIRECTORS						
Date of Annual General Meeting	Anuj Mundhra	Vandana Mundhra	Sunita Devi Mundhra	Gaurav Jain	Neetesh Kabra	Gagan Saboo
29.09.2023	YES	YES	YES	YES	YES	YES

Leave of absence, if required was obtained by Directors and granted in all cases where sorted and no one has abstained himself/herself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence from the Board. Hence, no one falls under the limit of section 167(1)(b) of the Companies Act, 2013. The necessary quorum was present for all the meetings.

The Board periodically reviews the compliance reports of laws applicable to the Company, as prepared.

SHAREHOLDING OF BOARD OF DIRECTORS AS ON 31.03.2024:

Sr. No.	Name of Director	Shareholding
1.	Mr. Anuj Mundhra	3258125
2.	Mrs. Vandana Mundhra	1540975
3.	Mrs. Sunita Devi Mundhra	1003250
4.	Mr. Gaurav Jain	--
5.	Mr. Neetesh Kabra	--
6.	Mr. Gagan Saboo	--

DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

Following Directors are related to each other:

S. No	Name of Director	Name of Related Director	Relationship
1.	Mr. Anuj Mundhra	Mrs. Vandana Mundhra	Wife
		Mrs. Sunita Devi Mundhra	Mother
2.	Mrs. Vandana Mundhra	Mr. Anuj Mundhra	Husband
		Mrs. Sunita Devi Mundhra	Mother-in-Law
3.	Mrs. Sunita Devi Mundhra	Mr. Anuj Mundhra	Son
		Mrs. Vandana Mundhra	Daughter in law

ACCESS TO INFORMATION:

Directors, including Independent Directors, can visit the various manufacturing locations of the Company. They need not necessarily be accompanied by the Managing Director. The purpose is to ensure that the Independent Directors have free and independent access to the Company's officials and records, so that they can form an independent opinion about the situation of the Company. Apart from this, reports of the audit carried out by the internal auditors and the statutory auditors are circulated to all the Directors. Monthly Performance Report is also forwarded to the Chairman and other Independent Directors updating them with the performance on various parameters. It is ensured that

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the Board receives qualitative and quantitative information in line with the best management practices adopted. The details of familiarization programme for the Independent Directors of the Company is available on the website of the Company at www.nandanicreation.com

INFORMATION PLACED BEFORE THE BOARD:

The Board has complete access to all company – related information. The Company secretary is responsible for collation, review and distribution of all papers submitted to the Board and committees thereof for considerations. The agenda for the meetings is circulated well in advance to the directors to ensure that sufficient time is provided to Directors to prepare for the meeting.

The Company secretary attends all the meetings of the Board and its committees and is, inter alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its committees are sent to the members for their comments in accordance with the Secretarial Standards. Thereafter, the minutes are entered in the minute's book within 30 (thirty) days of conclusion of the meetings, subsequent to incorporation of the comments, if any, received from the Directors.

The company adheres to the provisions of the Companies Act, 2013 read with the rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its committees and the General meetings of the shareholders of the Company.

The meetings of the Board of directors are generally held in Jaipur. The maximum interval between any 2 (Two) consecutive Board Meetings as well within the maximum allowed gap of 120 (One hundred and twenty) days. The necessary quorum was present for all the meeting.

EVALUATION OF BOARD:

In terms of the requirement of the Companies Act, 2013 and the listing regulations an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. During the year, Board Evaluation Cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees. The exercise was led by the Chairman along with the Chairman of the Nomination and Remuneration Committee of the Company. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities that help Board discussions to be rich and value adding. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committee Meetings. The evaluation exercise also suggested that the Board succession planning exercise has been embedded well in the Board processes.

INDEPENDENT DIRECTORS:

Schedule IV of the Companies Act, 2013 and Secretarial Standard – 1- Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non – Independent Directors.

INDEPENDENT DIRECTOR'S DATABANK REGISTRATION:

Pursuant to a notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all independent directors are registered with the Independent Director's Databank.

During the financial year 2023-24, a separate meeting of the Independent Directors was held on 01st September, 2023.

The independent directors, inter alia, discussed and reviewed performance of Non – Independent Directors, the Board as a whole, chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented.

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On and after listing of the shares of your company, pursuant to Regulation 25(7) of the Listing Regulations it was required to form a Familiarization Programme to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time. The above Programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The Familiarization Programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations is uploaded on the website of the Company and can be accessed through the following link <https://www.nandancreation.com/policies.php>.

CORE SKILLS/ EXPERTISE/ COMPETENCIES OF THE BOARD

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees.

The Board of Directors has identified following skills/ expertise/ competencies fundamental for the effective functioning of the Company:

1.	Management and Leadership Skill	Management and leadership experience in practical understanding in business development, processes, strategic planning, risk management etc.
2.	Business and financial acumen	Demonstrate techno-commercial and business perspective, ability to comprehend, interpret and guide on financial statements, Audit Committee presentations and matters of business.
3.	Strategy and Planning	Strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
4.	Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, human resources, Indian laws, international markets, sales and marketing, and risk management.
5.	Governance and Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability and driving corporate ethics and values.

Following is the list of core skills, expertise, and competencies of each Director.

Name of Director	Skills/Expertise/Competencies				
	Management and Leadership Skill	Business financial acumen	Strategy and Planning	Functional and managerial experience	Governance and Compliance
Mr. Anuj Mundhra	Y	Y	Y	Y	Y
Mrs. Vandana Mundhra	Y	Y	Y	Y	y
Mrs. Sunita Devi Mundhra	Y	Y	Y	Y	Y
Mr. Gaurav Jain	Y	Y	Y	Y	Y
Mr. Gagan Saboo	Y	-	Y	Y	Y
Mr. Neetesh Kabra	Y	-	Y	Y	Y

Note: Above skills/ expertise/ competencies are broad-based, encompassing several areas of expertise/ experience. Each Director may possess varied combinations of skills/ experience within the described set of parameters, and it is not necessary that all Directors possess all skills/ experience competencies listed therein.

INDEPENDENT DIRECTOR'S SEPARATE MEETINGS:

Schedule IV to the Act and the Listing Regulations mandate the Independent Directors to hold at least one meeting in every financial year, without the attendance of non-independent directors and members of the management. During the financial year ended March 31, 2024, all the Independent Directors met on 01st September, 2023, inter alia, to review performance of Non Independent Directors & the Board as a whole, to review performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

DECLARATIONS:

The Company has received declarations from the Independent Directors that they meet the criteria of Independence laid down under the Companies Act, 2013 and the listing regulations.

The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirms that the Independent Directors fulfil the conditions of Independence specified in the Listing regulations and the Companies Act, 2013 and are independent of the management of the Company

CODE OF CONDUCT:

The Board has adopted a Code of Conduct for the Directors, Key Managerial Personnel, Senior Management Personnel and Functional Heads of the Company. The said Code of Conduct of the Company has been uploaded on the website of the Company at www.nandanicreation.com under the tab "Investor Relations > Company Policies" at <https://www.nandanicreation.com/docs/investors/policies/CODE-OF-CONDUCT-FOR-INDEPENDENT-DIRECTORS.pdf>

COMMITTEES OF THE BOARD:

The Board has promulgated various committees and has delegated specific responsibilities to them. The Committees review items in great detail before they are placed at the Board meetings for consideration. The Committees follow the defined guidelines and established framework for their operations. The terms of reference of the committees are in compliance with the Act and the Listing Regulations. During the financial year ended March 31, 2024, the Board has reconstituted its Committees and also amended the terms of reference of the committees, as applicable, in compliance with the various amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committees are provided, on a timely basis, with requisite information and detailed agenda papers, together with necessary supporting papers, as required. The details of various committees, including composition, are given below:

In terms of the Listing Regulations, the Board of the Company has constituted the following Committees: -

- Audit Committee;
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee;

NAME OF COMMITTEE	EXTRACT OF REFERENCE	TERMS OF	CATEGORY & COMPOSITION		MEETINGS & ATTENDANCE
AUDIT COMMITTEE	Appoints the independent auditor and oversees the auditing process;		NAME	CATEGORY	8 Meetings Held during the FY 2023-24 on the following dates 25.05.2023 14.08.2023 01.09.2023 14.11.2023 14.12.2023 10.01.2024 27.01.2024 23.03.2024
	Ensures legal and regulatory compliances including the effective implementation of the code of conduct;		Mr. Gaurav Jain	CHAIRMAN	
			Mr. Gagan Saboo	MEMBER	
	Ensures the integrity, accuracy and adequacy of accounting records;		Mr. Neetesh Kabra	MEMBER	All the directors were present in every meetings

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	Reviews the business contingency planning process within the group.			
NOMINATION & REMUNERATION COMMITTEE	Prepares and recommends governance principles applicable to the group;	NAME	CATEGORY	1 Meeting Held during the FY 2023-24 on the following dates 01.09.2023
		Mr. Gaurav Jain	CHAIRMAN	
	Keeps abreast of best corporate practices;	Mr. Gagan Saboo	MEMBER	
	Evaluate the effectiveness and qualifications of the Board and its committees;	Mr. Neetesh Kabra	MEMBER	
	Responsible for Director's succession planning;			All the directors were present in every meetings
	Develops and recommends to the Board criteria for the selection of Directors and senior management			
	Details of policy of Nomination and Remuneration committee are given below			
STAKEHOLDERS RELATIONSHIP COMMITTEE	Consider and resolve the grievances of security holders.	NAME	CATEGORY	1 Meeting Held during the FY 2023-24 on the following dates 01.09.2023
		Mr. Gaurav Jain	CHAIRMAN	
	Consider and approve issue of share certificates, transfer and transmission of securities, etc.	Mr. Anuj Mundhra	MEMBER	
	Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of annual report, Non receipt of declared dividends etc.	Mrs. Vandana Mundhra	MEMBER	1 Meeting Held during the FY 2023-24 on the following dates 01.09.2023
	Set forth the policies relating to and to oversee the implementation of Policy for Prevention of Insider Trading and to review the concerns received under the Nandani 's Code of Conduct			

REMUNERATION OF DIRECTORS:

The details of remuneration paid to the Executive and Non-Executive Directors during the FY 2022-23 are as follows:

NAME OF DIRECTOR	SALARY	ALLOWANCES & PERQUISITES	CONTRIBUTION TO PF	SITTING FEES	TOTAL
Mr. Anuj Mundhra	50,40,000	--	--	--	50,40,000
Mrs. Vandana Mundhra	18,00,000	--	--	--	18,00,000
Mrs. Sunita Devi Mundhra	14,40,000	--	--	--	14,40,000
Mr. Gagan Saboo	--	--	--	--	--
Mr. Gaurav Jain	--	--	--	--	--
Mr. Neetesh Kabra	--	--	--	--	--
TOTAL	82,80,000				82,80,000

CRITERIA OF MAKING PAYMENTS TO NON- EXECUTIVE DIRECTORS:

The Board decides on the remuneration of the Non-Executive Directors in accordance with the provisions of the Articles of Association of the Company and with the approval of the Members of the Company. Such remuneration are also in line with the Nomination and Remuneration Policy of the Company and in terms of the specific requirements under the Act and the Listing Regulations.

Non-Executive Independent Directors do not accept sitting fees and / or Commission on Net Profits of the Company. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the year under review. As on March 31, 2024, none of the Non-Executive Directors of the Company held any equity shares or any convertible instruments of the Company.

The Sitting Fee was paid to the Non- Executive Directors within limits approved by the Board of Directors.

Further, in terms of the revised Nomination and Remuneration Policy, read together with the MCA Notifications dated March 18, 2021 and the Companies (Amendment) Act, 2020, if, in any financial year, the Company has no profits or its profits are inadequate, the Company shall be entitled to pay remuneration exclusive of any Sitting Fee, to any of its Non-Executive Director, including an Independent Director in accordance with the provisions of Schedule V of the Act

SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES:

The appointment of the Executive Directors are governed by Resolutions passed by the Shareholders of the Company, which covers the terms and conditions of such appointment, read with the service rule of the Company. A separate service contract is not entered into by the Company with Executive Directors

STOCK OPTION DETAILS:

The Company does not have any stock option scheme.

NOMINATION & REMUNERATION POLICY OF THE COMPANY:

The Nomination & Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The Remuneration Policy applies to Directors, Senior Management Personnel including its Key Management Personnel (KMPs) and other employees of the Company. When considering the appointment and remuneration of Whole-time Directors, the Nomination and Remuneration Committee inter -alia considers pay and employment conditions in the industry, merit and seniority of person and the paying capacity of the Company. Remuneration of KMPs and senior management personnel is decided by the Managing Director. The remuneration to other employees is fixed as per principles outlined above

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

COMPLIANCE OFFICER:

As on March 31, 2024, Ms. Gunjan Jain, Company Secretary was the Compliance Officer of the Company.

DETAILS OF SHAREHOLDERS' COMPLAINTS:

In compliance with the requirements of SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011, the Company has obtained exclusive User Id and Password for processing the investor complaints in a centralized web based SEBI Complaints Redress System - 'SCORES'. This enables the investors to view online the actions taken by the Company on their complaints and current status thereof, by logging on to the SEBI's website www.sebi.gov.in

No shareholder complaints were lying unresolved as on March 31, 2024 under 'SCORES'. It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2024 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto March 31, 2024 have since been processed. The Company has an efficient system

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in place to record and process all requests for dematerialization and re-materialization of shares of the Company through National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).

GENERAL BODY MEETINGS:

ANNUAL GENERAL MEETING:

The location, time and resolutions passed in the Annual General Meetings held in last 3 years are given below:

ACCOUNTING YEAR	Date	Location	Items Approved by Special Resolution
2022-23	29.09.2023	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	• TO INCREASE THE OVERALL MAXIMUM MANAGERIAL REMUNERATION LIMIT OF THE COMPANY • APPROVAL FOR REMUNERATION OF MR. ANUJ MUNDHRA (DIN: 05202504), MANAGING DIRECTOR OF THE COMPANY • APPROVAL FOR REMUNERATION OF MRS. VANDANA MUNDHRA (DIN: 05202403), WHOLE TIME DIRECTOR OF THE COMPANY • APPROVAL FOR REMUNERATION OF MRS. SUNITA DEVI MUNDHRA (DIN: 05203015), WHOLE TIME DIRECTOR OF THE COMPANY. • AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013. • INCREASE IN LIMITS OF PROVIDING SECURITY U/S 180(1)(A) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWING OF THE COMPANY: • INCREASE IN LIMITS OF PROVIDING SECURITY U/S 180(1)(C) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWING OF THE COMPANY:
2021-22	30.09.2022 AT 3:00 P.M.	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	• AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013 • INCREASE IN LIMITS OF PROVIDING SECURITY U/S 180(1)(A) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWING OF THE COMPANY: • INCREASE IN LIMITS OF PROVIDING SECURITY U/S 180(1)(C) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWING OF THE COMPANY:
2020-21	30.09.2021 AT 3:00 P.M.	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	• RE-APPOINTMENT OF MR. ANUJ MUNDHRA (DIN: 05202504), AS CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY. • RE-APPOINTMENT OF MRS. VANDANA MUNDHRA (DIN: 05202403), AS WHOLE-TIME DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY. • RE-APPOINTMENT OF MRS. SUNITA DEVI MUNDHRA (DIN: 05203015), AS WHOLE-TIME DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY. • RE-APPOINTMENT OF MR. GAGAN SABOO (DIN: 07545038), AS AN INDEPENDENT DIRECTOR • RE-APPOINTMENT OF MR. GAURAV JAIN (DIN: 00065686), AS AN INDEPENDENT DIRECTOR • RE-APPOINTMENT OF MR. NEETESH KABRA (DIN: 01574553), AS AN INDEPENDENT DIRECTOR • APPROVAL OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS OR

			MEMBERS OF THE PROMOTER GROUP IN TERMS OF REGULATION 17(6)(e) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018
--	--	--	---

EXTRA ORDINARY GENERAL MEETING:

During the FY 2023-24 the company has not conducted any Extra Ordinary General Meeting.

POSTAL BALLOT:

During the Financial year ended March 31, 2024, the details of resolutions passed through Postal ballot are as follows:

1. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION – ORDINARY RESOLUTION

2. AUTHORIZING CAPITAL RAISING THROUGH ISSUANCE OF EQUITY SHARES – SPECIAL RESOLUTION

The resolutions were passed through Postal Ballot on Friday, February 16, 2024.

The Company does not propose to conduct any special resolution through Postal Ballot under Section 110 of the Act and Rules framed thereunder on or before the forthcoming AGM

MEANS OF COMMUNICATIONS:

The company promptly discloses information on material corporate developments and other events as required under Listing Regulations. Such timely disclosures indicate the good corporate governance practices of the Company. For this purpose, it provides multiple channels of communications through dissemination of information on the on – line portal of the Stock Exchanges, press releases, the Annual Reports and by placing relevant information on its website.

QUARTERLY RESULTS:

Prior intimation of the Board Meetings to consider and approve Unaudited / Audited Financial Results of the Company are given to the Stock Exchanges and also disseminated on the website of the Company at www.nandanicreation.com . After the aforesaid Financial Results are approved at the Board Meetings, the same are immediately intimated to the Stock Exchanges. The Annual Audited Financial Statements of the Company were sent to the Members of the Company in the prescribed manner in terms of the Act, the Rules made thereunder, and the Listing Regulations read together with the circulars issued thereunder including MCA General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021 and No. 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 respectively read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively.

PUBLICATION OF FINANCIAL INFORMATION:

The Financial Results of the Company are normally published in widely circulated daily newspapers, such as, “Financial Express” (English) and “Nafa Nuksaan” (Hindi).

WEBSITE AND NEWS RELEASES:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under ‘investor relation’ on the Company’s website gives information on various announcement made by the Company, Annual reports, quarterly/half yearly/ Nine – months and Annual financial results along with the applicable policies of the Company. The Company’s official new releases and presentations made to the institutional investors and analyst are also available on the Company’s website <https://www.nandanicreation.com> . Quarterly compliance reports and other relevant information of interest to the investors are also placed under the Investor Relation sections on the Company’s website.

PRESS/NEWS RELEASES:

Official Press Releases including Press Release on Financial Results of the Company are sent to the Stock Exchanges and the same are subsequently hosted on the website of the Company

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STOCK EXCHANGE:

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchanges. The Managing director and the CFO & Company Secretary are empowered to decide on the materiality of information for the purpose of making disclosures to the stock exchanges. The Company makes timely disclosures of necessary information to National Stock Exchange of India Limited (NSE) in terms of the Listing regulations and other applicable rules and regulations issued by the SEBI.

NEAPS (NSE ELECTRONIC APPLICATION PROCESSING SYSTEM)/ NEW DIGITAL PORTAL:

NEAPS is a web based application designed by NSE for corporates. All periodical compliances filings, inter alia, shareholding pattern, corporate governance report, corporate announcements, amongst others, are in accordance with the listing regulations, the disclosures made to the stock exchanges, to the extent possible, are in a format that allows users to find relevant information easily through a searching tools.

UTILIZATION OF FUNDS RAISED THROUGH ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES ON A PREFERENTIAL BASIS:

The Company has not raised any funds during the financial year under review.

The Company has received Rs. 29,62,500 (75% of the warrants subscription amount) on account of conversion of 50,000 warrants into Equity share from the warrant holders.

PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE:

As required by the SEBI Listing Regulations, the compliance certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance is annexed to the Corporate Governance Report.

The Company has also obtained a Certificate from **MANISHA GODARA & ASSOCIATES**, Practicing Company Secretary, Delhi confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI and Ministry of Corporate Affairs or any such authority and the same forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION:

Corporate Identity Number (CIN)	L18101RJ2012PLC037976
Registered Office	G-13, Kartarpura Industrial Area, Near 22 Godam, Jaipur-302006, Rajasthan
Website/Email	WEBSITE: www.nandanicreation.com E MAIL: info@jaipurkurti.com
Date, time and venue of Annual General Meeting	The ensuing AGM of the Company will be held on Monday, 30 th day of September, 2024 at 3:30 PM
Financial Calendar	April-March
Financial reporting for the quarter ending 30th June, 2023	By Mid-August, 2023
Financial reporting for the quarter/half year ending 30th September, 2023	By mid-November 2022
Financial reporting for the quarter ending 31st December, 2023	By mid-January 2023
Financial reporting for the year ending 31st March, 2024	By mid-May 2024
Dividend Payment Date	NA
Date of Book Closing	Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).
Depositories	NSDL Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 CDSL Address: Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013 Payment of Depository Fees: Annual Custody/Issuer fees is being paid by the Company within the due date based on invoices received from the Depositories.

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International Securities Identification Number (ISIN)	INE696V01013
Name and address of Stock Exchanges at which the Company's securities are listed:	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051. Tel No: (022) 26598100 – 8114. The Company has paid the requisite Annual Listing Fees to the Stock Exchanges for the financial year 2020-21.
Stock Codes:	NSE: JAIPURKURT
Registrar & Share Transfer Agents (RTA):	Bigshare Services Private Limited 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

MARKET PRICE DATA: MONTH WISE HIGH, LOW OF THE COMPANY'S EQUITY SHARES DURING THE FINANCIAL YEAR 2023-2024 AT NSE ARE GIVEN BELOW

MONTH	HIGH PRICE	LOW PRICE	VOLUME (IN NO. OF SHARES)
April	104.80	82.1	245794
May	94.95	82.2	189370
June	106.95	84.6	1491667
July	95.00	85.95	415141
August	96.00	86.00	533926
September	93.45	66.20	725011
October	87.15	74.20	744888
November	83.40	71.70	1069560
December	80.80	63.00	481011
January	79.50	66.10	1670743
February	71.00	62.20	428956
March	67.50	41.80	3362433

None of the Company's securities have been suspended from trading

SHARE TRANSFER SYSTEM:

In terms of the Circular bearing Ref. No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Circular bearing Ref. No. SEBI/ LAD-NRO/GN/2018/49 dated 30th November, 2018, both issued by Securities and Exchange Board of India, with effect from 1st April, 2019, the requests for effecting transfer of securities held in physical form (except in case of transmission or transposition of securities) are not to be processed. Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

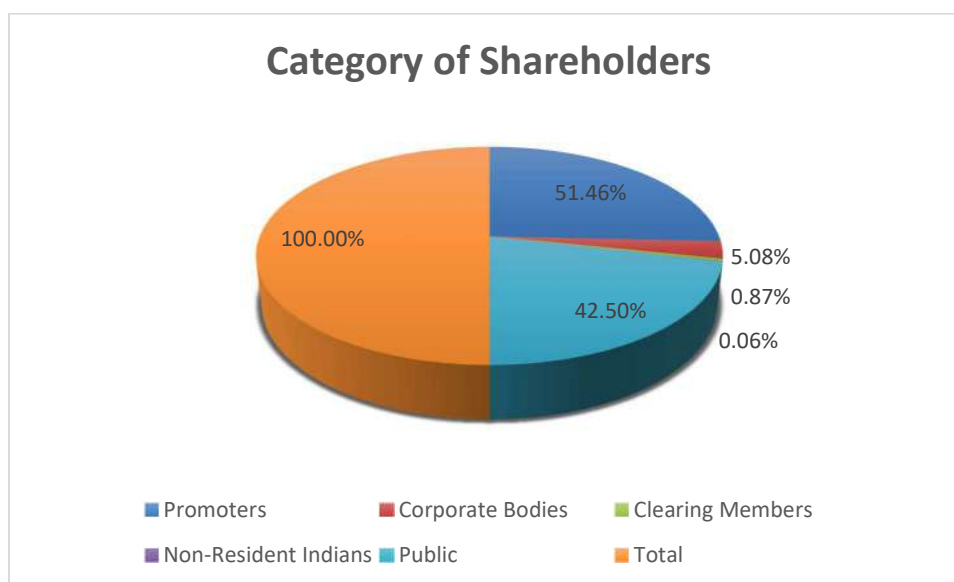
The requests for transmission or transposition of securities held in physical form are registered and returned within a period of 15 days from the date of receipt in case the documents are complete in all respects. The same are placed for consideration of the Stakeholders' Relationship Committee. Further, particulars of movement of shares in the dematerialized form are also placed before the Stakeholders' Relationship Committee

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DISTRIBUTION OF SHAREHOLDINGS AS ON 31st MARCH, 2024:

SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT	PERCENTAGE OF TOTAL
RS.	RS.			RS.	
1	5000	3092	79.0187	3091050	2.7034
5001	10000	307	7.8456	2511350	2.1964
10001	20000	231	5.9034	3510040	3.0698
20001	30000	60	1.5334	1529150	1.3374
30001	40000	34	0.8689	1220340	1.0673
40001	50000	38	0.9711	1798950	1.5733
50001	100000	66	1.6867	4928440	4.3104
100001	ABOVE	85	2.1722	95750180	83.7420
TOTAL		3913	100.00	114339500	100

Category of Shareholders	No of shares held	% of shareholding
Promoters	5884100	51.46%
Corporate Bodies	581285	5.08%
Clearing Members	100171	0.87%
Non-Resident Indians	7959	0.06%
Public	4860435	42.50%
Total	11433950	100.00%



DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on 31st March, 2024 Company is listed on NSE Exchange. 99.99 %of the paid-up share capital of the Company is in dematerialized forms, except the shares of 500 Number of Equity Shares.

OUTSTANDING GDRS / ADRS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND ANY LIKELY IMPACT ON EQUITY:

N.A.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

ANNEXURE-4

With reference to Circular bearing Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November, 2018 issued by Securities and Exchange Board of India, on disclosures regarding commodity risks by listed entities, the Company is actively working on mitigating commodity risks and foreign exchange risks.

COMMODITY RISK:

The Company procures certain raw materials which are derivatives of various commodities, from vendors. The Company does not undertake any commodity hedging activities on any exchange. It benchmarks its raw material prices based on international forecasts and local price trends and accordingly devices its cover strategy that ensures that Company's interests are protected despite volatility in prices.

FOREIGN EXCHANGE RISK:

The Company is exposed to the risks associated with fluctuations in foreign exchange rates mainly on import of raw materials. It has a well-structured foreign exchange risk management policy. The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies. Please refer to Note No. 43(d)(i) of Notes to the Standalone Financial Statements towards exposure to currency risk.

DIVIDEND:

NA

PLANT LOCATIONS:

The Company's plants, which are operative, are located at:

- 1.G-13, Kartarpura Industrial area, Near 22 Godam, Jaipur-302006, Rajasthan
- 2.G-21A, Kartarpura Industrial area, Near 22 Godam, Jaipur-302006, Rajasthan

OTHER DISCLOSURE:

1. There were no materially significant related party transactions during the year.
2. The Board has received disclosures from senior management relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
3. There was no non-compliance during the year by the Company on any matter related to Capital Market. There were no penalties imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India or any statutory authority. The Disclosure of compliances with respect to Corporate Governance requirements as specified in Regulation 17 to 27 and sub-regulation (2) of the Regulation 46 is made in the Corporate Governance Report.
4. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The said policy has been posted on the Company's website. The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
5. All mandatory requirements as per Listing Regulations have been complied with by the Company.
6. Disclosure of instances along with the reasons, where the Board of Directors had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the financial year 2023-24:
There was no instance during the financial year 2022-23, where the Board of Directors did not accept the recommendation of any Committee of the Board which it was mandatorily required to accept.
7. Total fees for all services paid by the Company, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:
8. Details of Utilization funds raised or to be raised through Rights Issue – Further Public offer forms part of the Board's Report.

Total fees for all services paid by the Company, to M/s Ashok Holani & Company (Statutory Auditor of the Company) and other firms in the network entity of which the Statutory Auditor is a part, as included in the consolidated financial statements of the Company for the year ended 31st March, 2024, are as follows:

	(Amount in lacs)
Fees for audit and related services paid to M/s Ashok Holani & Company	4.40 Lacs
Other Services	--

9. Disclosures with respect to demat suspense account/ unclaimed suspense account

ANNEXURE-4

- a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; NIL
 - b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; NIL
 - c. Number of shareholders to whom shares were transferred from suspense account during the year; NIL
 - d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; NIL
 - e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. NIL
10. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- a. Number of complaints filed during the financial year 2023-24: Nil
 - b. Number of complaints disposed of during the financial year 2023-24: Nil
 - c. Number of complaints pending as on end of the financial year 2023-24: Nil

Particulars	Regulations	Details	Website
Related Party Transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Companies Act, 2013.	No material significant transactions that may have potential conflict with the interests of the Company have occurred during the financial year 2020-21. The policy on dealings & materiality of related party transactions placed on the website of the company.	https://www.nandanicreation.com/policies.php
Details of Non - compliance by the Company, penalty, strictures imposed on the Company by the Stock Exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V Part C Point 10(b) to the SEBI (LODR) Regulations, 2015.	The Company has complied with the requirements of the Stock Exchanges/ SEBI and other statutory authorities as applicable. No penalty or strictures were imposed on the Company by these authorities.	N.A
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI (LODR) Regulations, 2015.	The Company has adopted a Vigil Mechanism and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. The said policy has been uploaded on the website of the Company.	https://www.nandanicreation.com/policies.php
Policy on Archival and Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	https://www.nandanicreation.com/policies.php
Details of compliance with the mandatory requirements and adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015, relating to Corporate Governance	Regulation 27(1) as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015.	The Company has complied with all mandatory requirements and The Company has also adopted few non-mandatory requirements listed in Regulation 27(1) as specified in Part E of Schedule II of the SEBI Listing Regulations.	https://www.nandanicreation.com/policies.php
Accounting Treatment and Compliance with	Companies (Indian Accounting Standards (IND	The Company has followed and prepared the Financial Statements in accordance with the Indian Accounting Standards (IND AS).	-----

ANNEXURE-4

Accounting Standards	AS) Rules, 2015 under Section 133 of the Companies Act, 2013.	The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.	
MD & CFO Certification	Part B of Schedule II of SEBI Listing Regulations	The Managing Director and the Chief Financial Officer have certified to the Board and have issued certificate, certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs for the Financial Year ended 31st March, 2020. The Said Certificate is enclosed with the Annual report and annexed as Annexure-I to the Corporate Governance Report.	ENCLOSED
Code of Conduct	Para D of Schedule V of SEBI (LODR) Regulations, 2015.	In compliance with Regulation 26(3) of the Listing Regulations and the Companies Act, 2013, adopted, framed a Code of Conduct and posted on the website of the company. The Code is applicable to the members of Board, the executive officers and all employees of the Company. Declaration of code of conduct is given as below Table	https://www.nandanicreation.com/policies.php
*Prevention of Insider Trading	SEBI (Prohibition of insider trading) Regulations, 2015.	The board has laid down Code of Conduct for insider trading in Compliance with regulation; All the directors and Senior Management Personnel who are expected to have access to Unpublished Price Sensitive Information concerning the Company, is responsible for adherence to this code.	https://www.nandanicreation.com/policies.php

DECLARATION

(Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, **Mr. Anuj Mundhra, Chairman & Managing Director** of the Company, do hereby declare that all the Board members and senior management personnel of the Company affirmed compliance with the code of conduct, adopted by the Company, for the Board of Directors and Senior Management of the Company.

PLACE: JAIPUR
DATED: 05.09.2024

Sd/-
ANUJ MUNDHRA
DIN: 05202504
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE “I” TO THE CORPORATE GOVERNANCE REPORT

This is to certify to the Board of Directors that;

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. these statements together present a true and fair view of Nandani Creation Limited affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Nandani Creation Limited during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee
- (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements. And
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Jaipur
Dated: 05.09.2024

Sd/-
Anuj Mundhra
DIN: 05202504
Chairman & Managing Director

Sd/-
Dwarka Dass Mundhra
PAN: AGAPM0343C
Chief Financial Officer

MD AND CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024)

To,
The Board of Directors
Nandani Creation Limited

We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended March 31, 2024 and we hereby certify and confirm to the best of our knowledge and belief the following:

- The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations;
- There are no transactions entered in to by the Company during the year ended March 31, 2024 which are fraudulent, illegal or violative of Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same.
- There have been no significant changes in the above-mentioned internal controls over financial reporting during the financial year 2023-24.
- That there have been no significant changes in the accounting policies during the financial year 2023-24 except few as already mentioned in the Auditors Report and Notes to Financial Statements.
- We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Place: Jaipur
Dated: 05.09.2024

Sd/-
Anuj Mundhra
DIN: 05202504
Chairman & Managing Director

Sd/-
Dwarka Dass Mundhra
PAN: AGAPM0343C
Chief Financial Officer

ANNEXURE “II” TO THE CORPORATE GOVERNANCE REPORT INDEPENDENT AUDITOR’S CERTIFICATE ON CORPORATE GOVERNANCE

**TO THE MEMBERS OF
NANDANI CREATION LIMITED
G-13. KARTARPURA INDUSTRIAL AREA,
NEAR 22 GODAM, JAIPUR-302006,
RAJASTHAN**

We have examined the compliance of conditions of corporate governance by Nandani Creation Limited (“the Company”) for the year ended on March 31, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**PLACE: JAIPUR
DATED: 05.09.2024**

**FOR MANISHA GODARA & ASSOCIATES
COMPANY SECRETARIES**

Sd/-
CS MANISHA GODARA
M.No.: A36531
CP No.: 13570
UDIN: A036531F001114071

MANAGEMENT DISCUSSION & ANALYSIS REPORT



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. GLOBAL ECONOMIC OVERVIEW

As global inflation dropped from its mid-2022 peak, economic growth remained steady, defying earlier predictions of stagflation and a global recession. This stability was driven by increased government spending, strong household consumption, and a rise in labor force participation. Despite central banks raising interest rates to control inflation, households in major advanced economies used pandemic savings, contributing to this economic resilience.

Global economic growth is estimated at 3.2% for 2023 and is expected to maintain this pace in 2024 and 2025. However, the growth rate is projected to decline to 3.1% over the next five years, the lowest in decades. This slower growth is due to high borrowing costs, reduced fiscal support, the lasting effects of the Covid-19 pandemic, war in Ukraine and the Middle East, weak productivity growth, and increasing global economic fragmentation. Global inflation is expected to decrease from 6.8% in 2023

to 5.9% in 2024 and 4.5% in 2025, with advanced economies returning to their inflation targets faster than emerging markets and developing economies. In response to inflation, major central banks raised interest rates to restrictive levels in 2023. This led to

higher mortgage costs, difficulties for businesses in refinancing debt, tighter credit availability, and weaker business and residential investment. Despite these challenges, the easing of inflation has led to expectations of declining future interest rates,

Resulting in lower long-term interest rates and rising equity markets

2. OUTLOOK

Looking ahead, there is a cautious optimism surrounding the global economic outlook. With disinflation and steady growth, the likelihood of a hard landing has diminished, and risks to global growth are broadly balanced. Faster disinflation could further ease financial conditions. However, as inflation converges towards target levels and central banks shift towards policy easing in many

economies, a tightening of fiscal policies aimed at reducing high government debt—with higher taxes and lower government spending—is expected to weigh on growth. Geopolitical tensions, including global conflicts like wars in Ukraine and Gaza and disputes in the South China Sea, Taiwan, and Ladakh, among other regions, could trigger new price spikes, potentially raising interest rate expectations and reducing asset prices. Additionally, divergent disinflation rates among major economies could cause currency fluctuations that stress financial sectors. Monetary policy remains focused on aligning inflation with targets to pave the way for sustained growth in the medium term.

The global economy is expected to grow 2.8% in 2023, influenced by the ongoing Russia-Ukraine conflict. Concurrently, global inflation is projected to fall marginally to 7%. Despite these challenges, there are positive elements within the global economic landscape. The largest economies like China, the US, the European Union, India, Japan, the UK and South Korea are not in a recession. Approximately 70% of the global economy demonstrates resilience, with no major financial distress observed in large emerging economies. (Source: IMF).

3. INDIAN ECONOMIC OVERVIEW

India's economy displayed robust growth in FY 2023-24, with real GDP expanding by 8.2%, 8.1%, and 8.4% in the first three quarters, and 7.8% in Q4, resulting in an overall growth rate of 8.2%. Key indicators of this growth include strong PMI in manufacturing and services, positive monsoon forecasts, increased bank credit driven by rising personal loan demand, higher household savings in physical assets, and accelerating auto sales across categories. Inflation has softened, with headline Consumer Price Inflation (CPI) estimated at 5.5% for FY 2023-24, down from 6.7% in FY 2022-23, and is projected to further decline to 4.5% in FY 2024-25. The Index of Industrial Production (IIP) grew at a cumulative rate of 5.8% in FY

2023-24, compared to 5.2% in FY 2022-23. Additionally, India's export performance remained strong, with total exports expected to reach US\$ 776.68 Bn in FY 2023-24, while a decrease in imports indicated a healthier trade balance.

The manufacturing sector stands tall as the powerhouse propelling India's economic ascent, with strong backward and forward linkages generating employment opportunities, fostering innovation, and contributing around 17% to the country's GDP. This sector's growth is driven by rising investments and transformative initiatives like 'Make in India.' In tandem, the textile industry enriches the landscape, contributing around 2.3% to the GDP, 13% to industrial production, and 12% to exports. The textiles and apparel industry, the nation's second largest employment generator, offers livelihoods to 45 Mn individuals directly and 100 Mn across allied industries. To fortify this sector, the Government launched the Production Linked Incentive (PLI) Scheme, earmarking 10,683 Crores to drive the Man-Made Fibers (MMF) segment from FY 2020-21 to FY 2025-26.

Despite these positive developments, the Indian economy faces several challenges. However, these challenges also present opportunities for improvement. The focus on reviving private investment, enhancing the manufacturing sector, improving wages, and reducing debt can drive sustainable growth. The debt burden, with interest payments by the central and state governments

constituting nearly 5% of the country's GDP and consuming 25% of all revenues, needs urgent attention, but with strategic reforms, this can be effectively managed.

Indian Economy GDP Growth Rate (in %)

	FY 19-20	FY 20-21	FY 21-22	FY 22-23	FY 23-24
GDP Growth rate (%)	4.2	(6.6)	8.7	7.2	7.6

4. OUTLOOK

The outlook for India's economic growth remains highly positive, with growth expected to surpass 7% in FY 2024-25. The World Bank projects a 7.5% growth rate for CY 2024. By CY 2040, India is anticipated to contribute 30% of global GDP and potentially reach nearly US\$ 7 trillion by FY 2030-31, becoming the world's third-largest economy. Government initiatives such as the Production Linked Incentive (PLI) scheme and the Make in India campaign are set to bolster economic growth and attract significant investments, positioning India as a leading global economic powerhouse. With strategic reforms and a focus on export competitiveness, stable inflation, and private investment, India is well-placed to sustain its rapid growth trajectory and address existing challenges effectively.

5. APPAREL MARKET OVERVIEW

For CY 2024, global revenue in the apparel market is estimated to reach US\$ 1.79 Tn, with an anticipated annual growth rate of 2.81% between CY 2024 and CY 2028 (CAGR). Among the various segments within the apparel market, women's apparel is the largest, with an anticipated market volume of US\$ 0.94 Tn, covering 52.51% of the market in CY 2024. This is followed by the Men's Wear segment at a 32.01% worth about US\$ 537.50 Bn and Kid's Wear worth US\$ 23.37 Bn. The United States leads in global revenue, with an estimated US\$ 359 Bn in CY 2024. Meanwhile, the apparel market in China is experiencing a surge in demand for luxury brands, with consumers willing to pay premium prices for high-quality products. India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries.

In terms of per capita revenue, the apparel market is predicted to generate US\$ 230.90 per person in CY 2024, considering the worldwide population.

Looking ahead, the volume in the apparel market is projected to reach 196.1 Bn pieces by CY 2028, with an expected volume growth of 1.3% in CY 2025. The average volume per person in the apparel market is estimated to be 24.1 pieces in CY 2024. Furthermore, it is anticipated that 95% of sales in the apparel market by CY 2024 will be attributed to non-luxury items.

This growth of the apparel market has been fueled by increased spending in emerging markets such as China and India, where the rising middle class is now investing more in fashion apparel. Technological advancements have also played a crucial role. The introduction of automated garment assembly lines and the integration of big data have led to more precise,

localised, and affordable manufacturing processes. Companies are now leveraging AI algorithms to identify trends and design garments that align with consumer preferences. The rise of e-commerce and online shopping platforms has further facilitated global access to apparel brands and products, significantly contributing to steady market growth. Moreover, the importance of sustainability and ethical sourcing practices is growing, influencing consumer choices, and prompting industry changes. [<https://www.statista.com/outlook/cmo/apparel/worldwide>]

India is among the top garment-manufacturing countries in the world. Indian textiles and apparel products have a history of fine craftsmanship across the entire value chain from fibre, yarn, and fabric to apparel with high global appeal. India's cotton, silk, and denim are highly popular in other countries, and Indian apparel too has found success across fashion centres around the world. India is one of the largest consumers and producers of cotton with the highest acreage of 13.5 million hectares which is 38% of the global area under cotton cultivation. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool, and silk products to the organized textile industry in India.

India's textile and apparel market size is growing at a CAGR of 12% from US\$ 152 billion in 2021 to reach US\$ 225 billion by 2025. The industry is one of the biggest contributors to the economy with a 2% contribution to the gross domestic product (GDP) which is approx. US\$ 70 billion. It is also the second largest employer after agriculture, providing direct employment to 45 million people and 100 million people in the allied sector. Andhra Pradesh, Telangana, Haryana, Jharkhand and Gujarat are the top textile and clothing manufacturing states in India.

MARKET SIZE



India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

The industry (including dyed and printed) attracted foreign direct investment (FDI) worth US\$ 4.2 billion from April 2000-March 2023. The textiles sector has witnessed a spurt in investment during the last five years.

The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$100 billion.

The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

Textile manufacturing in India has been steadily recovering amid the pandemic. The Manufacturing of Textiles Index for the month of April 2024 is 105.9.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030.

The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's sportech industry is estimated around US\$ 1.17 million in 2022-23.

The Indian Medical Textiles market for drapes and gowns is around US\$ 9.71 million in 2022 and is expected to grow at 15% to reach US\$ 22.45 million by 2027.

The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027. (Source is <https://www.ibef.org/industry/textiles>)

During FY24, the total exports of textiles (including handicrafts) stood at US\$ 35.9 billion. Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 35.90 billion in FY24. In FY24, exports of readymade garments including accessories stood at US\$ 14.23 billion. India's textile and apparel exports to the US, its single largest market, stood at 32.7% of the total export value in FY24.

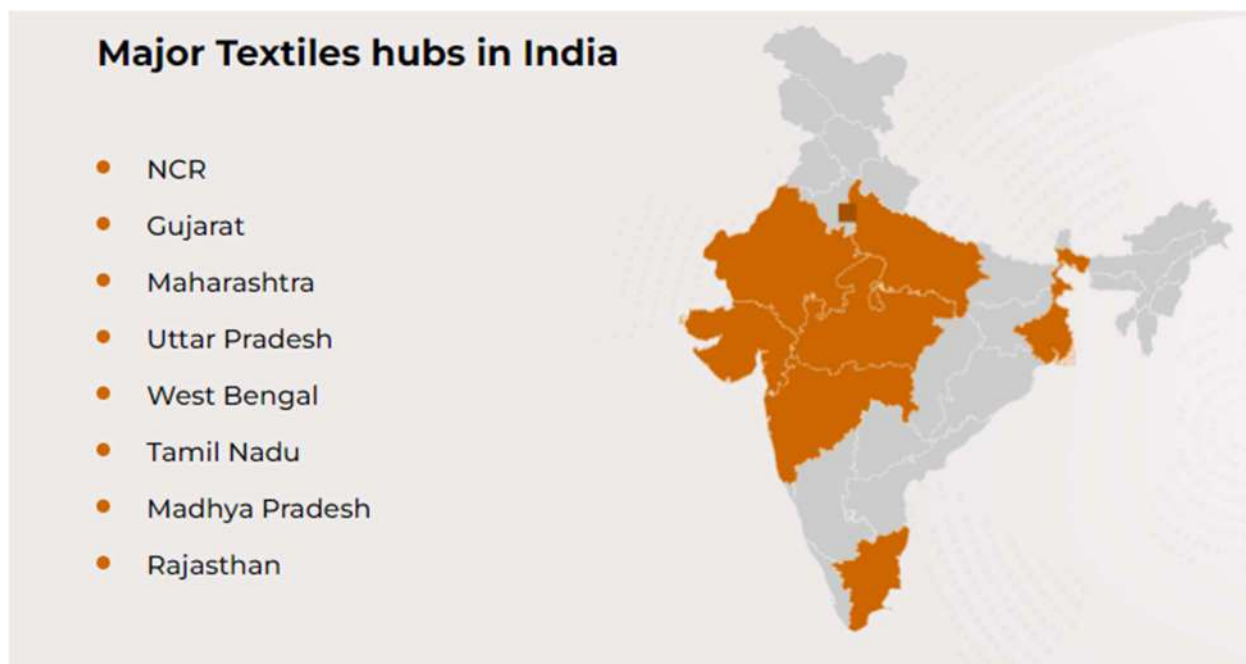
Exports for 247 technical textile items stood at Rs. 5,946 crore (US\$ 715.48 million) between April-June (2023-24). India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

6. TEXTILES & APPAREL INDUSTRY OVERVIEW:

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home and technical products. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic. The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports. Around 45 million people are working in the textile business, including 3.5 million people who work on handlooms. The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. The Indian apparel market stood at US\$ 40 billion in 2020 and is expected to reach US\$ 135 billion by 2025. India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers. India's textile and apparel exports (including handicrafts) stood at US\$ 44.4 billion in FY22, a 41% increase YoY. Exports of readymade garments including cotton accessories stood at US\$ 6.19 billion in FY22.

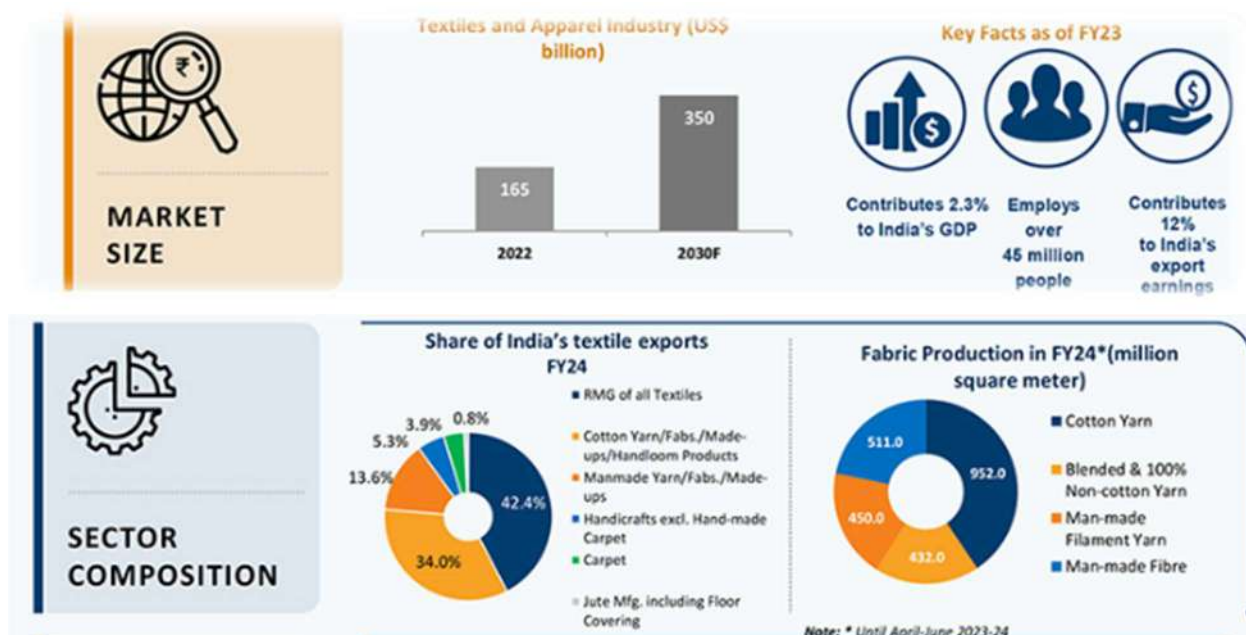
The textiles industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 3.99 billion from April 2000-March 2022. 100% FDI (automatic route) is allowed in the Indian textile sector. The Government's Rs. 10,683 crore (US\$ 1.44 billion) PLI scheme is expected to be a major booster for the textile manufacturers. The scheme proposes to incentivise MMF (man-made fibre) apparel, MMF fabrics and 10 segments of technical textiles products. The Government approved the Mega Integrated Textile Region and Apparel (MITRA) Park scheme worth Rs. 4,445 crore (US\$ 594.26 million) to establish seven integrated mega textile parks with state-of-the-art infrastructure, common utilities and R&D lab over a three-year period, which will boost textile manufacturing in the country.

Top players in the textiles sector are attaining sustainability in their products by manufacturing textiles that use natural recyclable materials. Top players in the textiles sector are attaining sustainability in their products by manufacturing textiles that use natural recyclable materials.



India enjoys a comparative advantage in terms of skilled manpower and in cost of production, relative to major textile producers.

Huge funds in schemes such as Integrated Textile Parks (SITP) (US\$ 184.98 million) and Technology Upgradation Fund Scheme (US\$ 961.11 million) released by the Government during 2015-16 to 2019-20 to encourage more private equity and provide employment.





7. INDIAN E COMMERCE INDUSTRY

In recent years India has experienced a boom in internet and smartphone penetration. The number of internet connections in 2021 increased significantly to 830 million, driven by the 'Digital India' programme. Out of the total internet connections, ~55% of connections were in urban areas, of which 97% of connections were wireless. The smartphone base has also increased significantly and is expected to reach 1 billion by 2026. This has helped India's digital sector and it is expected to reach US\$ 1 trillion by 2030. This rapid rise in internet users and smartphone penetration coupled with rising incomes has assisted the growth of India's e-commerce sector. India's e-commerce sector has transformed the way business is done in India and has opened various segments of commerce ranging from business-to-business (B2B), direct-to-consumer (D2C), consumer-to-consumer (C2C) and consumer-to-business (C2B). Major segments such as D2C and B2B have experienced immense growth in recent years. India's D2C market is expected to reach US\$ 60 billion by FY27. The overall e-commerce market is also expected to reach US\$ 350 billion by 2030 and will experience 21.5% growth in 2022 and reach US\$ 74.8 billion.

The B2C E-commerce is expected to grow steadily over the forecast period, recording a CAGR of 8.68% during 2023-27. According to a recent report by Redseer, India's e-B2B market is projected to reach a GMV of US\$ 100 billion by 2030.

According to Grant Thornton, e-commerce in India is expected to be worth US\$ 188 billion by 2025.

With a turnover of US\$ 50 billion in 2020, India became the eighth-largest market for e-commerce, trailing France, and a position ahead of Canada.

Indian consumers are increasingly adopting 5G smartphones even before the rollout of the next-gen mobile broadband technology in the country. Smartphone shipments reached 169 million in 2021 with 5G shipments registered a growth of

555% year-on-year over 2020. Indian consumers are increasingly adopting 5G smartphones even before the rollout of the next-gen mobile broadband technology in the country. Smartphone shipments reached 150 million units and 5G smartphone shipments crossed 4 million in 2020, driven by high consumer demand post-lockdown. According to a report published by IAMAI and Kantar Research, India's internet users are expected to reach 900 million by 2025 from ~622 million internet users in 2020, increasing at a CAGR of 45% until 2025.

MARKET SIZE



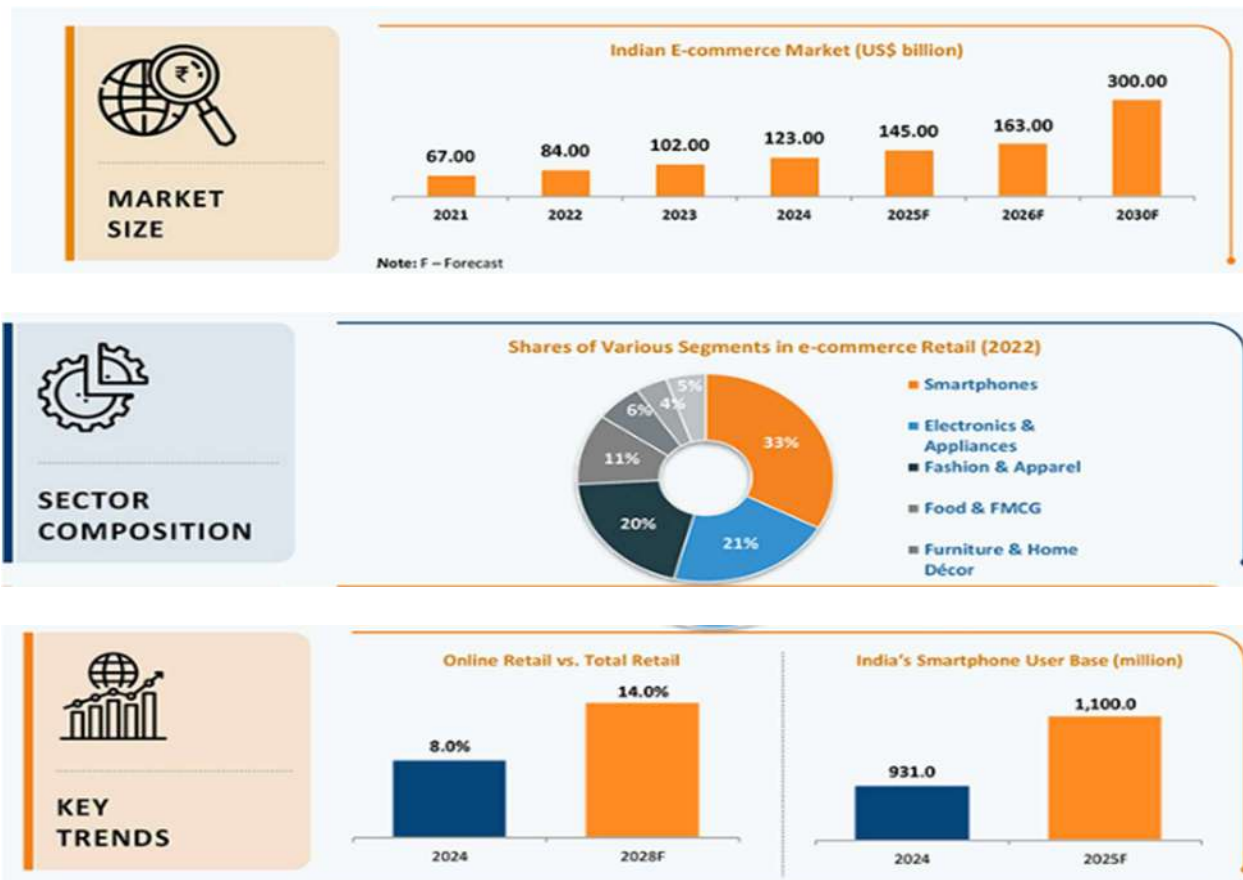
The Indian E-commerce industry has been on an upward growth trajectory and is expected to surpass the US to become the second-largest e-commerce market in the world by 2034. India's e-commerce sector is expected to reach US\$ 111.40 billion by 2025 from US\$ 46.20 billion in 2020, growing at a 19.24% CAGR, with grocery and fashion/apparel likely to be the key drivers of incremental growth. The Indian online grocery market is estimated to reach US\$ 26.93 billion in 2027 from US\$ 3.95 billion in FY21, expanding at a CAGR of 33%. By 2021, total e-commerce sales are expected to reach US\$ 67-84 billion from the US\$ 52.57 billion recorded in 2020.

For the 2021 festive season, Indian e-commerce platforms generated sales worth US\$ 9.2 billion gross GMV (Gross Merchandise Value), a 23% increase from last year's US\$ 7.4 billion.

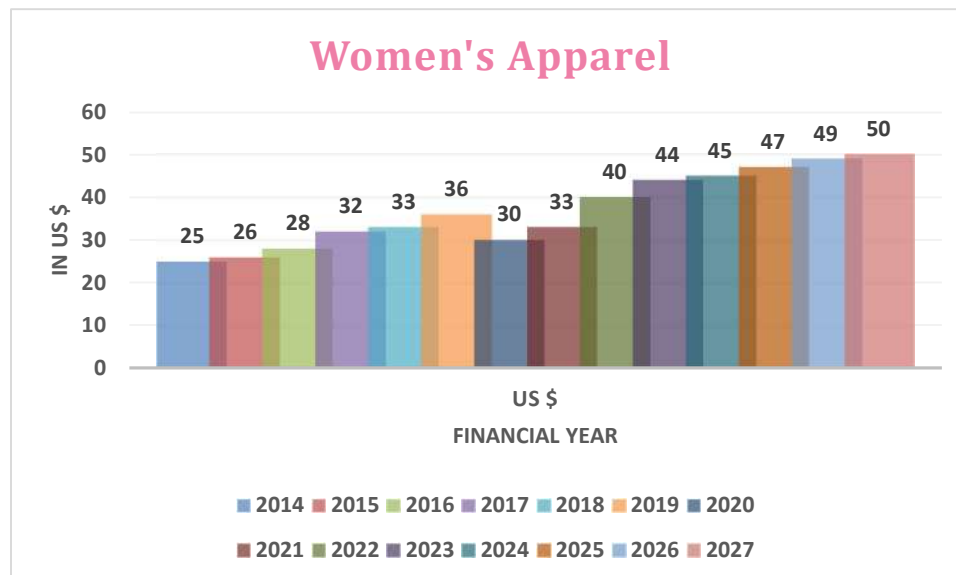
The Indian e-commerce sector is ranked 9th in cross-border growth in the world, according to the Payoneer report. Indian e-commerce is projected to increase from 4% of the total food and grocery, apparel and consumer electronics retail trade in 2020 to 8% by 2025. As of November 2022, the GEM portal has served 12.28 million orders worth Rs. 334,933 crores (US\$ 40.97 billion) from 5.44 million registered sellers and service providers for 62,247 buyer organizations.

Online penetration of retail is expected to reach 10.7% by 2024 compared with 4.7% in 2019. Moreover, online shoppers in India are expected to reach 220 million by 2025. According to a report published by IAMAI and Kantar Research, India's internet users are expected to reach 900 million by 2025 from ~622 million internet users in 2020, increasing at a CAGR of 45% until 2025.

Through its Digital India campaign, the Government of India is aiming to create a trillion-dollar online economy by 2025. It has formed a new steering committee that will look after the development of a government-based e-commerce platform. The new committee, set up by the Commerce Ministry, will provide oversight on the policy for the Open Network for Digital Commerce (ONDC), which is an e-commerce platform that the government is backing for the development. The ONDC will serve as the infrastructure for setting up the final storefront, which will be similar to Flipkart and Amazon.



MARKET SEGMENT OF WOMEN WEAR APPAREL INDUSTRY FROM FY 2014-2027



Revenue in the Women's Apparel segment amounts to US\$44bn in 2023. The market is expected to grow annually by 3.48% (CAGR 2023-2027).

8. THE COMPANY & OUR BRANDS- OUTLOOK:

As on March 31, 2024, the Company sold appx 6 lacs pcs on gross basis through its various Marketplace portals, exclusive brand outlets (EOB's) and various Proprietary sales Channels. We also sell our products through our own Brand's website i.e. www.jaipurkurti.com websites and various online marketplaces. Your Company "NANDANI CREATION LIMITED" is engaged in the manufacturing and online trading of Women Apparels like kurtis, ethnic tops, palazzo, Patiala salwar suits, dupattas, quilted jackets, leggings, different variety of Bottom Wears, Shirts, Western wears etc.

We have a track record of developing homegrown brands leveraging our deep understanding of the needs and aspirations of Indian women. Over the years, we have expanded our brand portfolio to three brands, each positioned to cater to the well-defined needs of their respective target consumers:

"Jaipur kurti " Jaipur kurti is the leading D2C women Indian wear Brand in the new age ethnic segment.

"Amaiva-By Jaipur kurti: Amaiva is a high-end brand where style meets affordability.

"Desi Fusion": With our brand Desi Fusion we are catering to prominent B2B fashion destinations across India.

We focus on creating innovative designs and optimizing fit and sizing while emphasizing higher quality. We launch approximately new styles every year introducing freshness to our consumers every two to three weeks. We can achieve these parameters through an institutionalized product development process that starts with in-depth research, trend forecasting, concept/story development, fabric and textile designing, garment styling, sample development, presentations to internal teams and roadshows for our sales partners. We work with 250+ suppliers ranging from artisanal groups to large mills, enabling production of a highly differentiated product every single time.

The Retail Journey of the Company started in the year 2018 with the opening of our **1st Retail Flagship Store "Amaiva-By Jaipur Kurti"** which later got converted in **"Jaipur Kurti.com"** in January, 2020 and today till date we have 8 Retail Stores expanded in different states across India.

Our brand is best known for its ethnic wear, kurtis and traditional designs having wide range of colours, patterns and sizes. We distribute our products by following e-retail model and have developed a sustainable business model over the period.

9. OUR KEY DEVELOPMENTS ARE AS FOLLOWS:

Increase in ASP led by brand premiumization:

During the last year, company has actively engaged in evolving our brand perception from affordable fashion wear to an aspirational brand. Our efforts got reflected by increase in ASP to Rs 1500/- as against Rs 855/- in previous year. This accomplishment serves as a robust foundation for all our future endeavors.

Engaged Bollywood actress "Madhuri Dixit" as the brand ambassador

In our constant commitment to propel the brand into its next phase of growth, the company has collaborated with the renowned Bollywood star, "Madhuri Dixit" who joins us as the esteemed brand ambassador. This strategic alliance is poised to provide dual benefit of endorsing our innovative product designs and fuel our expansive reach into new territories.

Increased presence in proprietary online sales channel, launched mobile App on Android and App store”.

We have invested in development of our proprietary online sales channel to enable an omni channel offering to the customer. Below are few specific steps being undertaken in this regard:

- Increasing spends towards performance marketing of our website www.jaipurkurti.com.
- Launched our trade channel website <https://www.desifusion.store/>
- Launched Mobile App on both Android and app store.
- Upgradation of company's retail software

Expanded retail presence:

In the quarter gone by we expanded our retail store presence in Delhi NCR region by opening our 1st store in Gurugram, Delhi, Bengaluru.

Currently we are having 14 Retail Stores all over India with presence in 12 cities.

Developing franchisee store network

To further strengthen the retail presence and build asset light model company have started to develop its franchisee network and as a first step we have opened our first franchisee store in Jalandhar, Punjab. Going forward, we plan to have multiple stores in FOFO model.

Benefits of our own sales channel over others

- Higher sales realization leading to brand premiumization
- Collection of customer data
- Cross sell opportunities
- Lower sales return
- Reduced dependence on other websites & vulnerability to their policies
- Stronger Brand Loyalty

10. FINANCIAL HIGHLIGHTS:

PARTICULARS	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024
Net Sales	33.3	37.4	46.9	47.8	62.7	49.53	45.11
Operating EBITDA	2.4	3.2	3.2	4.6	2.9	3.0	4.3
EBITDA margin	7.1%	8.4%	6.8%	9.7%	4.7%	6.8%	10.0%
Interest	0.7	1.2	1.6	1.8	1.2	2.1	2.53
Depreciation	0.3	0.5	0.4	1.1	0.9	1.3	1.95
PBT	1.3	1.5	1.3	2.3	0.2	0.1	0.55
Tax	0.4	0.5	0.4	0.6	0.1	0.0	0.0
PAT	0.9	1.1	0.9	1.7	0.1	0.1	0.55

INVEST IN BUILDING GROWTH RUNWAYS AND KEY CAPABILITIES WHILE PRESERVING BALANCE SHEET STRENGTH

NANDANI'S FAVORABLE POSITIONING:

OFFLINE PLAYERS:

- No legacy burden of offline sales channels (distribution network or own stores)
- Expertise in efficiently managing all operational activities in online business like logistic, inventory, fulfilling and returns through our ERP Softwares
- Attractive price point familiarity of dynamic pricing practice
- Resilient business model having showcased growth even in the pandemic times when all the offline players were struggling

ONLINE PLAYERS:

- Complete operational integration
- Relationship with multiple channel partners with the right mix thereby avoiding any partner dependency
- Recognized as one of the oldest surviving online brand in the industry
- Repeat customers and ability to attract organic traffic
- High conversion ratio

GROWTH DRIVERS

- Favorable demographics of Indian population
- Increasing population of working women
- Shift from Unbranded (unorganized) to Branded (organized) segment
- Migration from offline to online market place
- Increase in per capita income

BUSINESS STRATEGY:

- Developing & strengthening all available online sales channels in the market
- Increasing share in fast growing 3rd party online sales channel
- Focus on growing its own D2C channel under its flagship website domain "Jaipur Kurti" Key reasons for investing in proprietary sales platform:
 - ✓ To catch the long term trend of D2C business model in the most efficient way
 - ✓ Create customer ownership
 - ✓ Create cross sell opportunities
 - ✓ Reduce 3rd party dependence risk
 - ✓ This business model is the most effective way to leverage company's existing strengths of managing online business logistics, online customer engagement and executing online sales & branding strategies
- Increase offline stores to compliment online presence as a complimentary sales channel to its core online business. Plan to grow more number of stores from 8 to 25 by the end of FY 2024
- Increasing consumer engagement through social media marketing and Omni channel sales

TECHNOLOGY:

Our digital strategy is built around 5 key focus areas:

ONLINE SALES:

To capitalize on the trend towards an increased share of online business in our industry and business segment, we aim to further enhance our capabilities to manage D2C businesses which include our own Brand.com websites and partners' marketplaces. Differentiated product portfolio and customized supply chain processes coupled with best-in-class

operational capabilities for superior customer experience have caused this segment to grow in the financial year under review.

OMNICHANNEL EXPERIENCE:

Seamless discovery, purchase and post-purchase journeys across online/offline touchpoints are the essence for a true omnichannel experience for the customer. Omnichannel is the integration of all physical and digital channels to offer a unified customer experience and Jaipurkurti.com is on its journey of becoming truly an omnichannel business. Jaipurkurti.com launched omnichannel play by bringing inventory from stores to Brand.com and marketplaces. In the financial year under review, we scaled up the “Endless aisle” initiative significantly for our own stores, some marketplaces, and Company operated Brand.com. With omnichannel capabilities, around 99 percent of season's styles are available across channel with industry-leading fulfilment rates. We would soon be adding other marketplaces to our omnichannel systems to ensure a seamless, effortless and high-quality customer experience

CUSTOMER ENGAGEMENT:

Our strategy is to ensure high consumer retention and increased organic share by delivering personalized and relevant communication leveraging digital technologies. Additionally, it would provide us with detailed insight into consumer purchase behaviour and allow us to deliver differentiated experiences to our consumers

INVENTORY MANAGEMENT:

We are leveraging technology to implement automated and pull-based inventory allocation and replenishment to boost inventory efficiency. Technology will also help us in strengthening our supply chain and improving its responsiveness to demand patterns through enhanced data analytics providing granular sales and inventory visibility across channels.

THOUGHT-TO-SHELF CYCLE:

Our digital initiatives also support our express production capabilities to improve speed to-market and data-supported design and sampling capabilities for closer-to-season and in-season innovation.

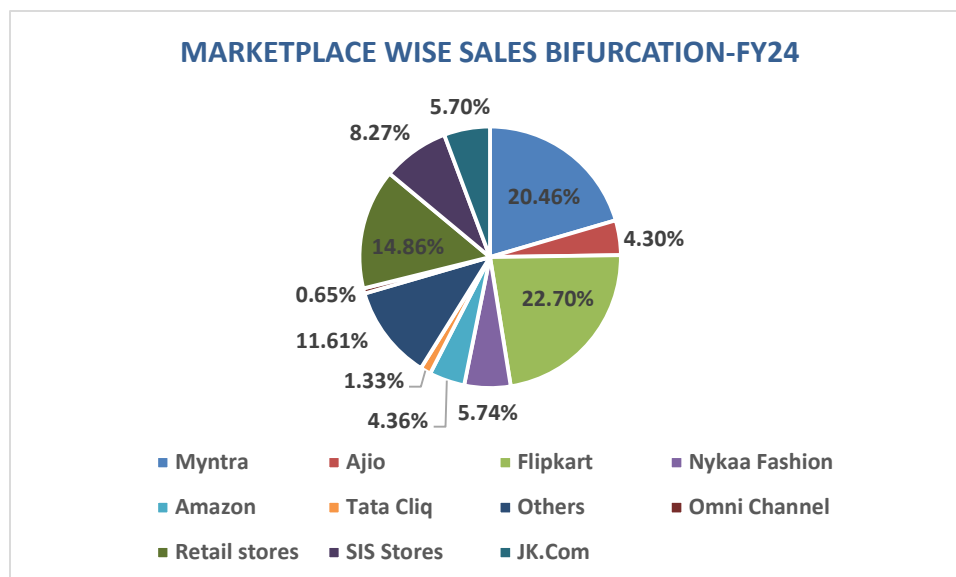
11. OPPORTUNITIES & THREATS:

The SWOT Analysis of the company is as follows:



12. MARKETPLACE PERFORMANCE:

The Company is engaged in the manufacturing of Women Apparels such as Kurtas/Kurtis, Kurti with Palazzo, Kurti with Skirt, Pants, Salwar Dupattas etc. The Bifurcation of the Sales marketplace for the FY 2022 is as follows:



13. VALUE DRIVERS:

- ✓ Pure play on structural online fashion retail opportunity Online fashion retail is a fast growing opportunity with humungous market opportunity with the available tailwinds Given the pandemic effect, offline to online migration has been fast tracked.
- ✓ Asset light and operationally light model providing huge scalability opportunity and wide consumer reach
- ✓ Long surviving brand awareness enables favorable consumer orientation
- ✓ Positioning in the given consumer segment (Female aged 25 65 years) aligns opportunities in other related product categories like kids' fashion, male fashion, female western fashion wear, female fashion accessories, etc
- ✓ Focused management team lead by aspirational, young & energetic promoter
- ✓ Balanced capital structure with reasonable leverage

14. RISK MANAGEMENT:

The Company is governed by a risk management framework, comprising regular risk assessment by a Committee, review of processes and controls over data flow. Key risks and our mitigation measures are mentioned below:

Fashion risk: Inability to respond to changes in customer preferences and fashion trends on time may have an adverse effect on our business

All of our products are designed through an institutionalized process which includes constant feedback. Structured range architecture and a strong design team helps in ensuring delivery of designs on a timely basis while maintaining an edge in fashion. We have shifted away from a strict two season calendar to bring the planning and production closer to the season specific requirements, resulting in a shorter lead time for production.

Supply Chain risk: Inability to manufacture and supply products on time

We have developed a wide base of suppliers, both for fabrics as well as for manufacturing. We develop long-term relationships with our suppliers who have continued to grow with us. We keep developing new sources, expanding in new geographies to de-risk dependency on the existing base of suppliers as well as to avoid any geographical risk. We are gradually moving to machine learning (ML) led replenishment process to enable a more accurate and quicker replenishment cycle.

Discounting: Trend of longer End of Season Sale (EOSS) and deeper discounting

We are a multi-channel business which gives us the opportunity to get higher realization by selling through alternate channels. The effort is also to launch fresh season stocks in store early, reducing the proportion of stocks being sold at discount.

High Inventory Days: Risk of liquidity, if sales projections are not met

We constantly monitor the freshness of finished goods and ensure that not more than 20 percent of our stock is more than three seasons old. Our aggressive dormancy provisioning policy ensures that older stocks are valued below historical realization values. Express production process, intended to reduce inventory risk and maximize top-selling styles, has already been tested for a meaningful number of styles and we are now expanding it to cover a large proportion of our inventory. A part of our inventory is in raw-material and work-in-process stage for the ongoing and the next season and these do not carry significant risk of obsolescence

15. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The scope and authority of the Internal Audit function is well defined in the organization. To maintain its objectivity and independence, the internal audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of the internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal financial controls as laid down are adequate and were operating effectively during the year.

16. HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

Our people are at the heart of how we do business. It is their talent and skills that will take us to our dream of becoming a \$1 billion brand. We continue to invest in building best-in-class fashion teams. Recognizing that the workforce will provide critical competitive edge in its growth endeavor, the Company has laid emphasis on recruiting, maintaining and developing its human asset base.

The Company treasures its human resource as it is the most critical element responsible for the growth of the Company. It ensures a safe, conducive and productive work environment across its properties. The Company provides regular skill and personnel development training to enhance employee productivity and keep pace with technological advancements. The experienced and talented employee pool plays a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business.

17. ENVIRONMENT, CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY:

Being a responsible corporate citizen, your Company strongly follows to giving back to the society. CSR initiatives help elevate the quality of life of the people by promoting healthcare, education and employment opportunities. Your Company will take numerous initiatives to develop local community around its manufacturing facilities and aims to continue its efforts to build on its tradition of social responsibility to empower communities.

18. FORWARD LOOKING STATEMENT:

This Management Discussion & Analysis Report contains statements about expected future events and financial and operating results of Raymond Group, which may be classified as forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Further, certain key performance indicators mentioned in the Annual Report are based on classifications made by the Company. Do not place undue reliance on forward-looking statements as a number of factors could cause assumptions and actual future results or events to differ materially from those expressed in these forward-looking statements.

19. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward looking statements and progressive within the meaning of applicable laws and regulations. The Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

ANALYSIS OF MANAGERIAL REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:

1. The percentage increase in the remuneration of each director and the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24:

Name of the Director	Ratio of the remuneration of each director to the median remuneration of the employees	Percentage increase in the remuneration for the Financial Year 2022-23 as compared to previous year remuneration
Mr. Anuj Mundhra	10.77:1	64.28%
Mrs. Vandana Mundhra	3.84:1	28.00%
Mrs. Sunita Devi Mundhra	3.07:1	40.00%

* Median Remuneration of the Employees of the Company being to be Rs. 4,68,000/-

2. The percentage increase in remuneration of following Key Managerial Personnel (KMP), if any, in the financial year 2023-24:

Name of the Director	Ratio of the remuneration of each director to the median remuneration of the employees	Percentage increase in the remuneration for the Financial Year 2020-21 as compared to previous year remuneration
Mr. Dwarka Dass Mundhra	0.76:1	--
Ms Gunjan Jain	1.92:1	20%

3. The percentage increase in the median remuneration of employees in the financial year: **-47.43%**
4. The number of permanent employees on the rolls of company; **93 Employees**
5. The median remuneration of employees of the Company during the Financial year: **2.46 Lacs**
6. Affirmation that the remuneration is as per the remuneration policy of the Company; **Remuneration paid during the year ended March 31, 2024 is as per Remuneration policy of the Company**
7. Average percentile increase already made in the salaried of the employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in Managerial Remuneration:

ANNEXURE-6

The average annual increase in the salaries of employees was around 20.21% other than the managerial personnel. There was an increase of 32.07 % percentage increase in the managerial remuneration, since there was increase in the salary of KMP's with the approval of shareholders.

DATE: JAIPUR
PLACE: 05.09.2024

FOR AND ON BEHALF OF NANDANI CREATION LIMITED

Sd/-
ANUJ MUNDHRA
MANAGING DIRECTOR
DIN: 05202504

Sd/-
VANDANA MUNDHRA
WHOLE-TIME DIRECTOR
DIN: 05202403

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF
CONDUCT**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company of **NANDANI CREATION LIMITED** have affirmed compliance with the Code of Conduct for Board of Directors and senior management Personnel for the Financial Year 2023-24.

FOR NANDANI CREATION LIMITED

**Place: JAIPUR
Date: 05.09.2024**

**Sd/-
Dwarka Dass Mundhra
Chief Financial Officer**

CEO/CFO CERTIFICATION

**To,
The Board of Directors,
Nandani Creation Limited**

We, **Mr. Anuj Mundhra**, Chairman and Managing Director and **Mr. Dwarka Dass Mundhra**, Chief Financial Officer ("CFO") of the **Nandani Creation Limited**, to the best of our knowledge and belief, certify that:

- a. We have reviewed Financial Statements and the Cash flow Statement for the year ended 31st March, 2024 and that to the best of our knowledge, belief and Information:
 - i. These financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These financial statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. These are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we have are aware and the steps that we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee, wherever applicable,
 - i. That there is no significant change in internal control over financial reporting during the year under reference;
 - ii. There is no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. There is no significant fraud of which we have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**DATE: JAIPUR
PLACE: 05.09.2024**

FOR AND ON BEHALF OF NANDANI CREATION LIMITED

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

**Sd/-
DWARKA DASS MUNDHRA
CHIEF FINANCIAL OFFICER**

FINANCIAL STATEMENTS



STANDALONE AUDITOR'S REPORT FY 2023-24

INDEPENDENT AUDITORS' REPORT

(REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS)

To
The Members of
NANDANI CREATION LIMITED
Jaipur

OPINION

We have audited the standalone financial statements of **NANDANI CREATION LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2024 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India of the state of affairs of the company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under

section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not observed anything which falls under this.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

STANDALONE AUDITOR'S REPORT FY 2023-24

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

To express an opinion on these financial statements based on our audit. We have considered the provisions of the Act, the Indian accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules there under. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

RESPONSIBILITIES OF THE MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Board of Directors is responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

STANDALONE AUDITOR'S REPORT FY 2023-24

Boards of Directors are responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole free from material misstatement are, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for

expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

STANDALONE AUDITOR'S REPORT FY 2023-24

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2020 ("Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and the returns received from the branches not visited by us.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India.
- e) On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivatives contracts for

STANDALONE AUDITOR'S REPORT FY 2023-24

which there were any material foreseeable losses.

III. There were no amounts which required to be transferred to the Investor Education and Protection Fund.

- a) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing

or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement
- d) There were no dividends declared and paid by company during the year.
- e) Whether the company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention. (Not applicable for current financial year)

PLACE: JAIPUR
DATED: 14.05.2024

FOR ASHOK HOLANI AND COMPANY
CHARTERED ACCOUNTANT
FRN: 009840C

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO.: 447352
UDIN: 24447352BKEZXN7317

STANDALONE AUDITOR'S REPORT FY 2023-24

ANNEXURE A REFERRED TO IN PARAGRAPH 7 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NANDANI CREATION LIMITED ON THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2024.

1. On the basis of the information and explanation given to us during the course of our audit, we report that:

a) The company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment.

b) According to the information and explanations given to us and based on the records of the company examined by us, fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and based on the records of the company examined by us, the total assets of the company include immovable property and the title deed of the immovable property are held in the name of the company

d) According to the information and explanations given to us and based on the records of the company examined by us, the company has not revalued its Property, Plant and Equipment or intangible asset or both during the year.

e) According to the information and explanations given to us and based on the records of the company examined by us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2.

a) According to the information and explanations given to us and based on the records of the company examined by us, physical verification of inventory has been conducted at reasonable intervals by the management but the coverage and procedure of such verification by the management should be strengthen and improve.

b) According to the information and explanations given to us and based on the records of the company examined by us, the company has been sanctioned working capital limits excess of Rs. 500 lakhs from banks. Company prepares and files its financial statements on half yearly basis therefore it is not possible for us to comment on quarterly statements filed by the company to bank. On review of the half yearly statements filed with banks with the financial statements prepared there is significant variations reported below.

Particulars	Amount reported in statement filed with bank(A)	Amount reported in financial statement(B)	Difference (A-B)
First Half Year			
Inventory	2175.0	2352.86	(177.06)
Trade Receivable	655.95	667.09	(11.14)
Trade Payable	258.87	455.36	(196.49)
Second Half Year			
Inventory	1871.60	2066.10	(194.50)
Trade	2034.28	2087.76	(53.48)

STANDALONE AUDITOR'S REPORT FY 2023-24

Receivable			
Trade Payable	424.54	570.00	(145.46)

3. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

- a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year except as mentioned below.

Particular	Amount
The Company has been provided corporate guarantee for cash credit loan from Axis Bank limited for its subsidiaries i.e. Desi Fusion India Private Limited Amount	120 Lakhs

- b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of secured and unsecured loans are, prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of secured and unsecured loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of secured and unsecured loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has not given any advances in the nature of loans to any party.

- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

4. According to the records of the company examined by us and as per the information and explanations given to us, the company has not provided any loans, secured or unsecured or advances in the nature of loans, therefore the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities are not applicable on the company.
5. The company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013

7.

STANDALONE AUDITOR'S REPORT FY 2023-24

- (a) According to the information and explanations provided to us and based on the records of the company examined by us, the company is not regular in depositing undisputed statutory dues including goods and service tax, Tax deducted at source, Tax collection at source, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, following undisputed amounts were payable in respect of the above were in arrears as on 31st march, 2024 for a period of more than six months from the date on when they become payable

Nature of Tax	Amount (In Lakh)
The Income Tax Department has raised demands for FY 2021-22, 2022-23 and 2023-24 in regard to tax deducted at source for non-compliances to the provision of the act that has been verified from TRACES.	11.65

- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no outstanding dues of Income tax or Sales tax or Service tax or Duty of Customs or duty of excise or value added tax which should be deposited on account of any dispute.

8. According to the information and explanations given to us and based on the records of the company examined by us, there is no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

9.

- a) According to the information and explanations given to us and based on the records of the

company examined by us, the company has not made defaults in repayment of loans or borrowing/interest to a financial institution or dues to debenture holders

- b) According to the information and explanations given to us and based on our findings the company is not a declared willful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanations given to us and based on our findings of the same, the company has applied term loans availed from the bank and financial institutions for the purpose for which the loans were obtained
- d) According to the information and explanations given to us and based on our findings of the same, the company has not applied any funds raised on short term basis for the for the long-term purposes.
- e) According to the information and explanations given to us and based on our findings Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and based on our findings, company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

10.

- a) According to the information and explanations given to us and based on the records of the company examined by us, company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

- b) According to the information and explanations given to us and based on the records of the company examined by us, company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11.

STANDALONE AUDITOR'S REPORT FY 2023-24

a) During the course of our examination of the books and records of the company carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the company.

b) According to the information and explanations given to us and based on the records of the company examined by us, no report has been required to be filed by the auditor under sub-section (12) of section 143 of the Companies Act, 2013 in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) According to the information and explanations given to us and based on the records of the company examined by us, there is no whistleblower complaints against the company.

12. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Hence, Sub clause a,b,c of is not applicable to it.

13. According to the information and explanations given to us and based on the records of the company examined by us, the company is in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable rules, and where applicable, for all transactions with the related parties and the details of the related party transaction have been disclosed in the financial statements as required by the applicable accounting standards.

14. As per section 138 of Companies Act, 2013 read with rule 13 of Companies (Accounts) Rules, 2014 company is required to appoint internal auditor as per size and nature of its business.

We have considered the internal audit reports for the year under audit, issued to the Company by M/s. Jain Shrimal & Co, Chartered Accountants during the year and till date, in

determining the nature, timing and extent of our audit procedures.

15. According to the records of the company examined in course of our audit and as per information and explanations given to us, the company has not entered in any non-cash transaction with directors or persons connected with him. Hence, provisions of Section 192 are not applicable to the company

16. According to information and explanations given to us and on the basis of records of the company examined by us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, sub clause b, c and d are not applicable on the company.

17. According to information and explanations given to us and on the basis of records of the company examined by us, the company has not incurred cash losses in the current financial year and immediately preceding year.

18. According to information and explanations given to us and on the basis of records of the company examined by us there has been no resignation of the statutory auditors during the year.

19. According to information and explanations given to us and on the basis of records of the company examined and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, there were no material uncertainty exists as on the date of the audit report that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

STANDALONE AUDITOR'S REPORT FY 2023-24

20. According to information and explanations given to us and on the basis of records of the company examined and as per section 135 of Companies Act, 2013 CSR is not applicable on the company for the financial year covered under the audit, hence, Sub clause-a and of is not applicable to it.

PLACE: JAIPUR
DATED: 14.05.2024

FOR ASHOK HOLANI AND COMPANY
CHARTERED ACCOUNTANT
FRN: 009840C

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO.: 447352
UDIN: 24447352BKEZXN7317

STANDALONE AUDITOR'S REPORT FY 2023-24

ANNEXURE B REFERRED TO IN PARAGRAPH 8(G) OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NANDANI CREATION LIMITED ON THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2024.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **NANDANI CREATION LIMITED**. ("The Company") as of 31st March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the

Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's

STANDALONE AUDITOR'S REPORT FY 2023-24

internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

PLACE: JAIPUR

DATED: 14.05.2024

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR ASHOK HOLANI AND COMPANY
CHARTERED ACCOUNTANT
FRN: 009840C

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO.: 447352
UDIN: 24447352BKEZXN7317

NANDANI CREATION LIMITED
CIN: L18101RJ2012PLC037976
STANDALONE BALANCE SHEET AS AT MARCH 31, 2024

(Rs. In Lakhs)

Particulars	Note No.	As at 31 March, 2024	As at 31 March, 2023
A. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2.1	201.68	168.33
(b) Capital Work-in-Progress			-
(c) Other Intangible Assets	2.1	9.84	7.74
(d) Right to use assets	2.2	666.63	314.07
(e) Financial Assets			
(i) Investments	3	50.00	50.00
(ii) Trade Receivables	4	8.88	4.46
(iii) Loans			-
(iv) Other Financial Assets	5	60.89	38.09
(f) Deferred Tax Assets (Net)	6	47.88	33.67
(g) Other Non-current Assets	7	64.87	82.36
SubTotal Non Current Assets		1,110.67	698.71
(2) CURRENT ASSETS			
(a) Inventories	8	2,066.10	2,063.95
(b) Financial Assets			
(i) Investments	3	6.88	5.98
(ii) Trade Receivables	9	2,078.88	680.50
(iii) Cash and Cash Equivalents	10	21.36	7.23
(iv) Bank Balance other than (iii) above	10	2.13	339.18
(v) Other Financial Asset	11	711.42	552.63
SubTotal Current Assets		4,886.78	3,649.46
Total Assets (1+2)		5,997.45	4,348.17
EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share capital	12	1,148.40	1,143.40
(b) Other Equity	13	1,739.30	1,663.70
Total Equity		2,887.69	2,807.09
(2) LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	14	707.30	138.37
(ia) Lease liabilities	14	700.03	338.06
(ii) Trade payables	15		
A. Total outstanding dues of micro enterprises and small enterprises		-	-
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		1.35	3.48
(iii) Other financial liabilities	16	34.62	-
(b) Provisions	17	20.02	16.27
(c) Deferred tax liabilities (net)			
(d) Other non-current liabilities			
Sub Total Non-Current Liabilities		1,463.32	496.19

(2) Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	18	925.44	779.95
(ii) Trade payables	19		
A. Total outstanding dues of micro enterprises and small enterprises		425.79	36.65
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		142.86	123.02
(iii) Other financial liabilities		-	-
(b) Other current liabilities	20	118.17	75.96
(c) Provisions	21	34.17	29.31
(d) Current tax liabilities (net)		-	-
Sub Total Current Liabilities		1,646.43	1,044.89
Total Liabilities (1+2)		3,109.75	1,541.08
Total Equity and Liabilities (1+2)		5,997.45	4,348.17

**Significant Accounting Policies and
Notes to Financial Statements**

**In terms of our report of even date
FOR ASHOK HOLANI & CO
Chartered Accountants**

**For and on behalf of the Board of Directors of
Nandani Creation Limited**

**Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO. 447352
Jaipur**

**Sd/-
ANUJ MUNDHRA
(MANAGING DIRECTOR)
DIN 05202504**

**Sd/-
SUNITA DEVI MUNDHRA
(WHOLE TIME
DIRECTOR)
DIN 05202403**

**Date: 14.05.2024
UDIN: 24447352BKEZXN7317**

**Sd/-
DWARKA DASS MUNDHRA
(CHIEF FINANCIAL OFFICER)**

**Sd/-
GUNJAN JAIN
(COMPANY SECRETARY)**

NANDANI CREATION LIMITED
CIN: L18101RJ2012PLC037976

STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2024

(Rs. In Lakhs)

Particulars	Note No.	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Income			
I. Revenue from operations	22	4,374.90	4,475.61
II. Other Income	23	48.35	49.74
III.Total Income (I + II)		4,423.25	4,525.35
IV Expenses:			
Cost of materials consumed	24	1,004.38	1,378.96
Purchases of Stock-in-trade	25	1,300.25	680.01
Changes in stock of finished goods, work-in progress and stock-in-trade	26	(129.50)	(341.60)
Employee benefit expense	27	316.32	229.24
Finance costs	28	226.34	212.86
Depreciation and amortisation expense	2	139.45	124.67
Other expenses	29	1,511.07	2,226.83
Total expenses (IV)		4,368.32	4,510.97
V Profit before exceptional and tax (III - IV)		54.93	14.38
VI Exceptional items		-	-
VII Profit before tax (V-VI)		54.93	14.38
VIII Tax expense			
Current tax		(20.54)	(18.27)
Tax expense for previous year		-	6.45
Deferred tax	6	14.82	8.43
IX Profit for the period (VII-VIII)		49.21	10.99
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans		1.46	6.20
Income Tax relating to above		(0.37)	(1.56)
Items that will not be reclassified to profit or loss			
Remeasurement of Investments		0.90	0.78
Income Tax relating to above		(0.23)	(0.20)
Total Other Comprehensive Income (X)		1.77	5.22
XI. Total Comprehensive Income for the year (IX+X)		50.98	16.21
XII Earnings per equity share			
(1) Basic	30	0.43	0.11
(2) Diluted	30	0.43	0.11

Significant Accounting Policies and Notes to Financial Statements

1 to
33

In terms of our report of even date attached
FOR ASHOK HOLANI & CO
Chartered Accountants

For and on behalf of the Board of Directors of
Nandani Creation Limited

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO. 447352
Jaipur

Date: 14.05.2024
UDIN: 24447352BKEZXN7317

Sd/-
ANUJ MUNDHRA
(MANAGING DIRECTOR)
DIN 05202504

Sd/-
DWARKA DASS MUNDHRA
(CHIEF FINANCIAL OFFICER)

Sd/-
SUNITA DEVI MUNDHRA
(DIRECTOR)
DIN 05202403

Sd/-
GUNJAN JAIN
(COMPANY SECRETARY)

**NANDANI CREATION
LIMITED CIN:
L18101RJ2012PLC03797**

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Cash Flow Statement for the year ended March 31, 2024

(Rs. In Lakhs)

Particulars	For The Year Ended 31st March, 2024	For The Year Ended 31st March, 2023
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	54.93	14.38
Adjustments for:		
Depreciation and amortisation of Property, Plant and Equipment	139.45	124.67
Gain on Sale of Fixed Assets	0.12	(10.20)
Notional Gain on sale of Right to use of Assets	(2.48)	(9.51)
Profit/ (Loss) on remeasurement of Right to use of Assets	(2.63)	0.54
Finance costs	226.34	212.86
Re-measurement gain/loss on routed through OCI	2.37	6.98
Operating profit / (loss) before working capital changes	418.10	339.72
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Investment	(0.90)	(0.78)
Inventories	(2.16)	(624.46)
Trade receivables	(1,402.81)	75.73
Other Financial asset	(158.79)	(80.95)
Other non Current assets	17.49	(82.36)
Other non current financial asset	(22.80)	36.72
	(1,569.97)	(676.11)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	406.85	(111.35)
Other financial liabilities	41.77	46.76
Other non current financial liabilities	34.62	-
Other current liabilities	-	-
Current tax liabilities	-	-
Provisions	5.31	7.07
	488.54	(57.52)
Cash generated from operations	(663.33)	(393.91)
Net income tax (paid) / refunds	(20.54)	(11.82)
Net cash flow from operating activities (A)	(683.87)	(405.73)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(90.93)	(96.69)
Capital Expenditure on intangible assets	(3.11)	(5.13)
Sale of Fixed Assets	8.14	15.67
Recognition of Right to use of assets	(479.14)	(196.60)
Disposal of Right to use of assets	37.57	108.45
Gain on Sale of Fixed Assets	(0.12)	10.20
Notional Gain on sale of Right to use of Assets	2.48	9.51
Loss on remeasurement of Right to use of Assets	2.63	(0.54)
Long - Term Loans & Advances	-	-
	(522.47)	(155.13)
Net cash flow used in investing activities (B)	(522.47)	(155.13)
C. Cash flow from financing activities		
Proceeds from Issue of Share Capital	5.00	140.00
Proceeds from Security Premium	34.50	966.00
Amount Received Against Share Warrant	(9.88)	197.50
Increase in long term Lease liability	361.97	13.45
Increase in other long-term Provisions	3.75	(2.01)
Net (increase) / decrease in working capital borrowings	145.49	20.44
Finance cost	(226.34)	(212.86)
Increase in long term borrowings	568.94	(235.49)
Increase in other financial liability	-	-
Net cash flow used in financing activities (C)	883.43	887.05
Net increase / (decrease) in Cash and cash equivalents (A-B-C)	(322.91)	326.19
Cash and cash equivalents at the beginning of the year	346.41	20.22
Effect of exchange differences on restatement of foreign currency Cash and cash		
Cash and cash equivalents at the end of the year	23.50	346.41
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 10)	23.50	346.41

Less: Bank balances not considered as Cash and cash equivalents as defined in IND AS 7 Cash Flow Statements (give details)		
Net Cash and cash equivalents (as defined in IND AS 7 Cash Flow Statements) included in Note 10	23.50	346.41
Add: Current investments considered as part of Cash and cash equivalents		
* Comprises:		
(a) Cash on hand	21.36	7.23
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	2.13	339.18
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months		
(iv) In earmarked accounts (give details)		
(d) Others (specify nature)		
Deposits		
(e) Current investments considered as part of Cash and cash equivalents		

FOR ASHOK HOLANI & CO
Chartered Accountants

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO. 447352
Jaipur

Date: 14.05.2024
UDIN: 24447352BKEZXN7317

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
NANDANI CREATION LIMITED

Sd/- Sd/-
ANUJ MUNDHRA SUNITA DEVI MUNDHRA
(MANAGING DIRECTOR) (DIRECTOR)
DIN 05202504 DIN 05202403

Sd/- Sd/-
DWARKA DASS MUNDHRA GUNJAN JAIN
(CHIEF FINANCIAL OFFICER) (COMPANY SECRETARY)

**STATEMENT OF CHANGE IN EQUITY FOR THE PERIOD ENDED
MARCH 31, 2024**

A. Equity Share Capital

(Rs. In Lakhs)

Particulars	Number of Shares	Amount
As at March 31st, 2022	10,033,950	1,003.40
Changes in Equity Share Capital	1,400,000	140.00
As at March 31st, 2023	11,433,950	1,143.40
Changes in Equity Share Capital	50,000	5.00
As at March 31st, 2024	11,483,950	1,148.40

B. Other Equity

	Reserve and Surplus		Retained Earning	Other item of OCI	Equity share warrants	Total
	General Reserve	Securities Premium				
As at March 31st, 2022	5.00	126.00	352.04	0.94	-	483.98
Total Comprehensive Income for the period	-	-	10.99	-	-	10.99
Transition Adjustment for the fairValue change of Investement	-	-	-	5.22	-	5.22
Equity share warrants issued during the year	-	-	-	-	197.50	197.50
Securities Premium		966.00				966.00
As at March 31st, 2023	5.00	1,092.00	363.03	6.17	197.50	1,663.70
Total Comprehensive Income for the period	-	-	49.21	-	-	49.21
Transition Adjustment for the fairValue change of Investement	-	-	-	1.77	-	1.77
Equity share warrants converted into equity shares during the year	-	-	-	-	(9.88)	(9.88)
Securities Premium		34.50				34.50
As at March 31st, 2024	5.00	1,126.50	412.24	7.94	(9.88)	1,739.30

STANDALONE FINANCIAL STATEMENTS FY 2023-24

Note No.1 to the financial Statements for the Year ending on 31st March 2024

A. BACKGROUND OF THE COMPANY

The Company was incorporated as Nandani Creation Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation having CIN: U18101RJ2012PLC037976 dated February 21, 2012, in Jaipur. Further, Company was converted into public limited company i.e. Nandani Creation Limited having CIN: L18101RJ2012PLC037976 vide fresh certificate of incorporation dated August 12, 2016.

The registered office of the company is situated G-13 Kartarpura Industrial Area Near 22 Godam, Jaipur-302006.

The company is engaged in Manufacturing, produced, import, export, wholesalers, trader, buyer, seller, job workers of dress materials, suits, sarees, garments of men, women and children including sportswear, active wear, daily wears, fashion wears, party wears wearing apparels purses, belts, wallets, and other allied good made from cotton, silk, synthetics, jute, velvet, woolen, leather, rexine or with any combination thereof and to participate in local, national and international trade fairs, sales exhibitions, seminars, fashion shows or any other sales promotion scheme.

B. SIGNIFICANT ACCOUNTING POLICIES: -

1. Compliance with Indian Accounting Standards: -

The standalone financial statements are prepared in accordance with the IND AS as prescribed under section 133 of The Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules 2015 and other relevant provision of this Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act, 2013.

The standalone financial statements have been prepared on a Historical cost basis except for certain financial assets and liabilities that are measured at fair values.

2. Use of estimates and judgements:-

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosure and the disclosure of contingent liabilities. Uncertainty about these estimates and assumptions could result in outcomes that requires material adjustments to the carrying amount of the assets and liabilities in future period/s.

These estimates and assumptions are based on the facts and events, that existed as at the date of Statement of Financial Position, or that occurred after that date but provide additional evidence about conditions existing as at the Statement of Financial Position date.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

I. Useful lives of Property, Plant and Equipment

The Property, Plant and Equipment are depreciated, on written down value basis in the case of other assets, over their respective useful lives. Management estimates the useful lives of these assets as detailed in Point 10. Changes in the expected level of usage, technological developments, level of wear and tear could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised and could have an impact on the profit/loss in future years.

II. Retirement benefit obligation

The cost of retirement benefits and present value of the retirement benefit obligations in respect of Gratuity is determined

STANDALONE FINANCIAL STATEMENTS FY 2023-24

using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, these retirement benefit obligations are sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of Government Bonds with a tenure similar to the expected working lifetime of the employees. The mortality rate is based on publicly available mortality table for the specific countries.

III. Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

3. Functional and presentation currency: -

The financial statements are prepared in Indian Rupees ('Rs.'), which is the Company's functional and presentation currency. All financial information presented in Indian Rupees has been rounded to the lakhs with nearest two decimal places, unless stated otherwise.

4. Current versus non-current classification: -

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is: -

- expected to be realized, or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realized within 12 months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it is:

- expected to be settled in the normal operating cycle,
- held primarily for the purpose of trading,
- due to be settled within 12 months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Operating Cycle:

The operating cycle is the time between acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

5. Revenue Recognition: -

Revenue has been recognized as per IND AS 18- Revenue Recognition issued by Central Government of India under the supervision and control of Accounting Standards Board (ASB) of Institute of Chartered Accountants of India. Revenue from sale of goods is recognized when significant risk and rewards of ownership of the goods have been passed to the buyer and it is reasonable to expect ultimate collection. Sale of goods is recognized net of GST and other taxes as the same is recovered from customers and passed on to the government

6. Taxes on Income: -

Tax expense for the year comprises of Current Tax and Deferred Tax.

a) Current Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation

STANDALONE FINANCIAL STATEMENTS FY 2023-24

authorities in accordance with the tax regime inserted by the Taxation Laws (Amendment) Act, 2019 in the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

b) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

For detailed breakup of current year deferred tax refer to sub note 7. (Notes to the accounts)

7. Provisions and Contingent Liability: -

a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b) Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising because of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

For detailed contingent assets and liabilities refer to note 32. (Notes to the accounts)

8. Tangible Assets & Capital Work-In-Progress: -

Tangible Assets are stated at cost less Depreciation. Cost includes taxes, duties, freight and other incidental expenses related to acquisition, improvements and installation of the assets.

9. Property, Plant & Equipment (PPE): -

Property, Plant & Equipment, except the land, which is carried at its fair value, are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation, and impairment loss, if any. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are added to the existing asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation on property, plant & equipment is provided on pro-rata basis, on written down value basis in the case of Plant & Machinery, Buildings and Data Processing Equipment, over the useful life of the assets estimated by the management, in the manner

STANDALONE FINANCIAL STATEMENTS FY 2023-24

prescribed in Schedule II of the Companies Act, 2013. The asset's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required. The useful lives in the following cases are different from those prescribed in Schedule II of the Companies Act, 2013. The Useful Life of Various assets are mentioned in the Chart below.

Class of Assets	Useful Life as per Schedule II	Useful Life as per Group
Computer	3 years	3 Years
Furniture & Fixtures	10 Years	10 Years
Office Equipment	5 Years	5 Years
Plant and Equipment	15 Years	15 Years
Vehicles	10 Years	10 Years
Motor Car	8 Years	8 years

11. Financial Instruments: -

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial Assets

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

a) Initial recognition and measurement

At initial recognition, all financial assets are recognized at its fair value, in the case of a financial asset not carried at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

b) Classification and subsequent measurement

For subsequent measurement, financial assets are classified in the following categories:

- I. Financial assets measured at amortized cost.
- II. Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- III. Financial assets measured at fair value through profit and loss (FVTPL)

Where financial assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit and loss), or recognized in other comprehensive income (i.e. fair value through Other Comprehensive Income).

The classification of financial assets depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition.

I. Financial assets measured at amortized cost:

A financial asset is measured at amortized cost if both the following conditions are met:

- **Business Model Test:** The objective of the business model is to hold financial asset in order to collect contractual cash flows (rather than to sell the asset prior to its financial maturity to realize its fair value changes); and
- **Cash Flow Characteristics Test:** Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial asset is subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit or loss. This category generally applies to trade receivables, deposits with banks, security

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deposits, investment in debt instruments, cash and cash equivalents and employee loans, etc.

II. Financial instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI):

A financial instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- **Business Model Test:** The objective of the business model is achieved by both collecting contractual cash flows and selling financial assets; and
- **Cash Flow Characteristics Test:** The Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on principal amount outstanding.

Financial instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value. Fair value movements are recognized in Other Comprehensive Income (OCI) except for the recognition of interest income, impairment gains and losses and foreign exchange gain and losses which are recognized in the Statement of Profit and Loss. This category generally applies to non-current investments in un-quoted equity instruments.

III. Financial instruments measured at Fair Value Through Profit and Loss (FVTPL)

Fair Value Through Profit and Loss is a residual category. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or fair value through other comprehensive income is classified as FVTPL. Financial instruments included in FVTPL category are measured initially as well as at each reporting period at fair value. Fair value movements i.e., gain or loss and interest income are recorded in Statement of Comprehensive Income.

a. Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial Assets measured at amortized cost.
- Financial Assets measured at FVTOCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- the 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Financial assets that are debt instruments, and are measured at amortized cost i.e. trade receivables, deposits with banks, security deposits and employee loans etc.
- Financial assets that are debt instruments and are measured at FVTOCI. The Company as at the Balance Sheet date is not having any such instruments.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The trade receivables are initially recognized at the sale/recoverable value and are assessed at each Balance Sheet date for collectability. Trade receivables are classified as current assets, if collection is expected within twelve months as at Balance Sheet date, if not, they are classified under non-current assets.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months (Expected Credit Loss) ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on timely basis.

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b. Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's Balance Sheet date) when:

- a) The rights to receive cash flows from the asset have been expired/transferred, or
- b) The Company retains the contractual right to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has substantially transferred all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. When the Company has not transferred substantially all the risks and rewards of ownership of a financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. When the entity retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

2) Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

a) Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include loans, borrowings, trade payables, security deposits and other payables etc.

b) Subsequent measurement

All the financial liabilities after initial recognition at fair value, are subsequently measured at amortized cost using EIR method. Amortized cost is calculated by considering any discount or premium on acquisition and costs or fee that is an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

c) Financial Guarantee Contract

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

d) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

e) Offsetting of financial instruments:

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet, if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

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12. Earnings per Share: -

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of Equity shares outstanding during the period. The numbers of equity shares are adjusted retrospectively for all periods presented.

The Calculation of Weighted Average Number of Equity Shares for Earning per share is described below: -

Particulars	Current Year			Previous Year		
	No. Of Shares outstanding	No. Of Days outstanding	Weighted average number of Shares	No. Of Shares Outstanding	No. Of Days outstanding	Weighted average number of Shares
Number of Shares outstanding at the Beginning of the year	11433950	365	11433950	10033950	365	10033950
By way of Bonus Issue	0	0	0	0	0	0
Issue through preferential allotment	0	0	0	1400000	107	410411
Conversion of Equity share warrants into Equity Shares	50000	109	14891	0	0	0
Total Shares outstanding at the end of the year	11483950		11448841	11433950		10444361

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The Calculation of Weighted Average Number of Equity Shares for Restated Earnings per share described below: -

Particulars	Current Year			Previous Year		
	No. Of Shares outstanding	No. Of Days outstanding	Weighted average number of Shares	No. Of Shares Outstanding	No. Of Days outstanding	Weighted average number of Shares
Number of Shares outstanding at the Beginning of the year	11433950	365	11433950	10033950	365	10033950
By way of Bonus Issue	0	0	0	0	0	0
Issue through preferential allotment	0	0	0	1400000	107	410411
Conversion of Equity Share Warrants into Equity Shares	50000	109	14891	0	0	0
Total Shares outstanding at the end of the year	11483950	0	11448841	11433950	0	10444361

13. Investments: -

Non-Current/ Long-term Investments are stated at fair value as per IND AS 32 and 109 except investment in subsidiaries are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Investments are either classified as current or non-current based on management's intention. Long Term Investments includes investment made in the share capital of Subsidiary Company which are carried at cost.

14. Foreign Currency Transactions: -

a. Initial recognition

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction.

b. Measurement of foreign currency monetary items at Balance Sheet date

Foreign currency monetary items (other than derivative contracts) as at Balance Sheet date are restated at the year End rates.

c. Exchange difference

Exchange differences arising on settlement of monetary items are recognized as income or expense in the period in which they arise.

Exchange difference arising on restatement of foreign currency monetary items as at the year End being difference between exchange rate prevailing on initial recognition/subsequent restatement on reporting date and as at current reporting date is adjusted in the Statement of Profit & Loss for the respective year.

Any expense incurred in respect of Forward contracts entered into for the purpose of hedging is charged to the Statement of Profit

STANDALONE FINANCIAL STATEMENTS FY 2023-24

and loss.

15. Inventories -

The Inventories are carried in the Balance Sheet as follows:

- A. Raw materials and stores & spares: At lower of cost and net realizable Value
- B. Finished goods and stock-in-process: At lower of cost, and net realizable value. Cost includes cost of inputs, conversion costs and other costs incurred in bringing finished goods and stock-in-process, to their present location and condition.

The net-realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make sale.

16 Duty Drawback: -

Duty Drawback is recorded on Receipt basis. Management is not able to estimable the amount of Claim receivable, therefore the duty drawback is recorded on receipt basis rather than on Accrual basis.

17. Prior Period Expenses: -

Prior Period Expenses for previous years have been expensed out during the current year and it is disallowed as per Income Tax Act.

18. Management Remuneration: -

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been provided in the below mentioned table: -

A. Remuneration to Managing Director, WTD and / or Manager:

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		MD	WTD	
1.	Gross Salary	50.40	32.40	82.80
	a) Salary as per Provisions contained in section 17(1) of the Income Tax Act,1961.	-	-	-
	b) Value of perquisites u/s 17 (2) of Income Tax Act,1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Any other Benefits	-	-	-
	Total	50.40	32.40	82.80

STANDALONE FINANCIAL STATEMENTS FY 2023-24

Ceiling as per Schedule V of the Companies Act on the account of inadequate profit			82.80
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The remuneration is paid as per limits sets out in Section II Part A of Schedule V in case of no profit or inadequate profit and as per resolution passed in the General meeting of the members.

B. Remuneration to key managerial personnel other than MD / Manager / WTD: -

Sr. No.	Particulars of Remuneration	Name of Managerial Person other than MD / WTD / Manager			Total Amount
		CEO	CFO	CS	
1.	Gross Salary	-	3.60	9.90	13.50
	a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	0	0
	b) Value of perquisites u/s 17 (2) of Income Tax	0	0	0	0
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock option	0	0		0
3.	Sweat Equity	0	0		0
4.	Commission	0	0		0
5.	Any other Benefits	0	0		0
	Total	-	3.60	9.90	13.50

19. Cash and Cash Equivalents: -

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, fixed deposits with banks which are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

20. Segment Reporting: -

The activities of the company are such that the According to IND AS-108 "Operating Segment": is not applicable in the company.

21. Lease: -

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. The Company allocates the consideration in the contract to the lease based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include net present value of the following lease payments:

- Fixed payments (including in substance fixed payments), less any lease incentives receivable,
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- Amounts expected to be payable by the Company under residual value guarantees,
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The

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lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for lease in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in similar economic environment with similar terms, security, and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability,
- Any lease payments made at or before the commencement date less any lease incentives received,
- Any initial direct costs, and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of twelve months or less.

22. Impairment of Non-Financial Assets: -

The Company assesses at each reporting date, using external and internal sources, whether there is an indication that a non-financial asset may be impaired and whether there is an indication of reversal of impairment loss recognised in the previous period/s. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying value of an asset exceeds its recoverable amount.

The recoverable amount is determined:

- in the case of an individual asset, at the higher of the asset's fair value less cost of sell and value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of the cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that effects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

23. Employee Benefits: -

a. Short Term Employee Benefits

All Employee benefits payable within twelve months of rendering the services are classified as short-term benefits. Such benefits include salaries, wages, bonus, awards, ex-gratia etc. and the same are recognized in the period in which the employee renders the related services.

b. Defined contribution plan:

The Company's approved provident fund scheme, pension scheme, employees' state insurance scheme, and employees' superannuation scheme are defined contribution plans. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

c. Defined Benefit Plan

The employees' Gratuity fund scheme is the Company's defined benefit plan and is partly funded / managed by a Trust. The liability with respect to gratuity is determined based on the actuarial valuation on projected unit credit method as at the balance sheet date. The difference, if any, between the actuarial valuation and the balance of the funds maintained by the

STANDALONE FINANCIAL STATEMENTS FY 2023-24

Trust, is provided for as liability / assets in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

d. Other Long-Term Benefit

The liability towards encashment of the employees' long term compensated absences, which are partly en-cashable during the service period and balance at the time of retirement / separation of the employees is determined based on the actuarial valuation on projected unit credit method as at the balance sheet date. Re-measurement, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

C. Others Accounting Policies

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements / information may not necessarily be same as those appearing in the respective audited financial statements for the previous year.
2. The Micro Small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006 have been taken based on the list of MSME creditors provided by the management. However, as the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

NANDANI CREATION LIMITED
Notes Forming part of Financial Statements

Notes 2.1 Property, Plant and Equipment

Particulars	Gross Carrying Amount				Depreciation/ Amortization				Net Carrying Amount	
	As at April 01st, 2023	Addition During the Year	Disposals/ Adjustments	Balance as at 31st Mar, 2024	As at April 01st, 2023	Depreciation / amortisation expense for the year	Disposals/ Adjustments	Balance as at 31st Mar, 2024	Balance as at 31st Mar, 2024	Balance as at 31st March, 2023
A. Tangible Assets										
(a) Plant and Equipment										
Owned	109.26	0.51	20.59	89.19	51.88	8.85	12.61	48.12	41.07	57.39
(b) Furniture and Fixtures	-	-	-	-	-	-	-	-	-	-
Owned	102.80	80.46	0.20	183.05	59.51	15.80	0.03	75.28	107.78	43.29
(c) Office equipment	-	-	-	-	-	-	-	-	-	-
Owned	58.71	4.66	-	63.37	46.17	5.04	-	51.20	12.17	12.54
(d) Computer	-	-	-	-	-	-	-	-	-	-
Owned	22.43	5.30	-	27.73	20.22	3.23	-	23.45	4.28	2.21
(e) Vehicles	-	-	-	-	-	-	-	-	-	-
Owned	85.33	-	-	85.33	32.42	16.52	-	48.94	36.39	52.91
Total	378.53	90.93	20.79	448.67	210.20	49.44	12.65	246.99	201.68	168.33
B. Intangible Assets										
Software	11.36	3.11	-	14.46	3.62	1.01	-	4.63	9.84	7.74
Total B	11.36	3.11	-	14.46	3.62	1.01	-	4.63	9.84	7.74
Grand Total A+B	389.88	94.03	20.79	463.13	213.82	50.45	12.65	251.62	211.52	176.07

Right to Use Assets

Particulars	As at April 01st, 2023	Addition During the Year	Disposals/ Adjustments	Depreciation	Balance as at 31st Mar, 2024
Building	314.07	479.14	41.94	84.64	666.63
Total	314.07	479.14	41.94	84.64	666.63

Note 3 Investments

Particulars	As at 31 March, 2024			As at 31 March, 2023		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
A: Non Current Investments						
-						
(a) Investment in equity instruments						
(a) Desi Fusion India Pvt Ltd. 499950 shares @ Rs 10/-each (Wholly owned Subsidiary Company)		50.00	50.00		50.00	50.00
(b) Investment in preference shares						
(c) Investment in debentures or bonds						
(d) Other investments						
Total - Non current investments	-	50.00	50.00	-	50.00	50.00
B: Current Investments						
(a) Other investments						
Sovering Gold Bond Scheme (Interest rate @2.5% every half year ended)	6.88		6.88	5.98	-	5.98
Less: Provision for diminution in value of investments						
Total - Current investments	6.88	-	6.88	5.98	-	5.98
Aggregate market value of listed and quoted investments	6.88		6.88	5.98		
Aggregate value of listed but not quoted investments						
Aggregate amount of unquoted investments	-	50.00		-	50.00	

NANDANI CREATION LIMITED
Notes Forming part of Financial Statements

Note No. 4 Trade receivables (Non Current)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Trade receivables (Refer Note (1) below) Trade		
Receivable considered good- Secured Trade		4.46
Receivable considered good- UnSecured	8.88	-
Trade Receivable which have significant increase in Credit Risk		-
Trade Receivables -Credit Impaired	-	-
	8.88	4.46
Less: Provision for doubtful trade receivables		
	8.88	4.46
Total	8.88	4.46

Note 4.1: Trade receivables include debts due from:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Directors	-	-
Other officers of the Company	-	-
Firms in which any director is a partner	-	-
Private companies in which any director is a director or member	-	-
	-	-

Note No. 5 Other Financial asset (Non Current)

Particulars	As at 31 March, 2024	As at 31 March, 2023
1. Security deposits	54.80	32.35
Less: Allowance for doubtful loans	-	-
	54.80	32.35
2. Bank Deposits having more than 12 Months Maturity	6.09	5.75
Less: Allowance for doubtful loans		
	6.09	5.75
Total	60.89	38.09

Note No. 7 Other Financial asset (Non Current)

Particulars	As at 31 March, 2024	As at 31 March, 2023
1. Prepaid expenses- Unsecured Preferential allotment Expenses	64.87	82.36
Total	64.87	82.36

6 Deferred tax Assets (Net)

Component of Deferred Tax Asset	As at 31 March, 2024	As at 31 March, 2023
WDV as per income tax act	274.15	226.43
WDV as per company law	211.52	176.07
Difference in written down value as per Companies Act and Income Tax Act	62.63	50.36
Opening value of Investment at fair Value	6.32	5.20
Fair Value of Investment as per IND AS	6.88	5.98
Difference in value as per Companies Act and Income Tax Act	(0.56)	(0.78)
Value of Secured borrowing as opening balance GAAP restated	422.55	417.63
Value of Secured borrowing as per IND AS closing balance	418.62	416.48
Difference in value as per Companies Act and Income Tax Act	3.92	1.16
Value of lease Liability as per IND AS	766.74	377.17
Value of lease asset as per IND AS	666.63	314.07
Difference in lease assets and liability	100.11	63.10
Closing balance of provision for gratuity	24.15	19.93
Increase in Provision for Gratuity	24.15	19.93
Grand Total	190.25	133.77
Tax rate @ 25.168%	47.88	33.67
Opening balance DTA	33.67	26.99
(Increase)/Decrease	14.21	6.68

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note No. 8 Inventories

Particulars	As at 31 March, 2024	As at 31 March, 2023
a) Raw Material	198.47	362.87
b) Finished Goods	1,715.93	1,557.47
c) Stock of Consumables and packing Material	37.06	-
d) Stock of WIP	114.65	143.60
Total	2,066.10	2,063.95

Note No. 8.1 Valuation of Inventories

Raw Materials have been valued at cost(FIFO) or net realizable value which ever is lower
 Finished Goods have been lower of cost or net realizable Value

Note No. 9 Trade receivables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Trade receivables (Refer Note (1) below)		
Trade Receivable considered good- Secured		-
Trade Receivable considered good- UnSecured	2,078.88	680.50
Trade Receivable which have significant increase in Credit Risk	-	-
Trade Receivables -Credit Impaired	-	-
	2,078.88	680.50
Less: Provision for doubtful trade receivables	2,078.88	680.50
Total	2,078.88	680.50

Note 9.1: Trade receivables include debts due from:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Directors	-	-
Other officers of the Company	-	-
Firms in which any director is a partner	-	-
Private companies in which any director is a director or member	-	-
	-	-

Note No. 10 Cash and cash equivalents

Particulars	As at 31 March, 2024	As at 31 March, 2023
(i) Cash on hand	21.36	7.23
(ii) Balances with Banks	-	-
(i) In current accounts	2.13	339.18
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months		
(iv) In earmarked accounts (give details)		
(iii) Cheques on hand		
Total	23.50	346.41

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note

No. 11 Other Financial Asset

Particulars	As at 31 March, 2024	As at 31 March, 2023
1. Balances with government authorities Unsecured, considered good	257.93	380.34
2. Prepaid expenses- Unsecured, considered good (For e.g. Insurance premium, Annual maintenance contracts, etc.)	69.35	45.73
3. Others (Advance recoverable in cash or Kind) Unsecured, considered good (Note. 10.1) Doubtful Less: Provision for other doubtful loans and advances	384.14 - 384.14	126.57 - 126.57
Total	711.42	552.63
Note. 11.1 Considered good Considered doubtful, provided: Loans to other body corporate Loans to related parties	384.14	126.57

NANDANI CREATION LIMITED
Notes forming part of the financial
statements

Note 9.2 Trade Receivable Ageing schedule

Particulars	Outstanding for following periods from due date of payment					As at 31 March, 2024
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	2,024.2	24.75	29.8	-	8.88	2,087.76
(ii) Undisputed Trade Receivable-which have significant increase in credit risk	8		4			-
(iii) Undisputed Trade Receivable-credit impaired						-
(iv) Disputed Trade Receivable-considered good						-
(v) Disputed Trade Receivable-which have significant increase in credit risk						-
(vi) Disputed Trade Receivable-credit impaired						-
Total	2,024.28	24.75	29.8 4	-	8.88	2,087.76

Particulars	Outstanding for following periods from due date of payment					As at 31 March, 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	606.78	73.72	1.06	-	3.40	684.95
(ii) Undisputed Trade Receivable-which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable-credit impaired						-
(iv) Disputed Trade Receivable-considered good						-
(v) Disputed Trade Receivable-which have significant increase in credit risk						-
(vi) Disputed Trade Receivable-credit impaired						-
Total	606.78	73.72	1.06	-	3.40	684.9 5

NANDANI CREATION LIMITED
Notes forming part of the financial statements
Note No. 12 Share capital

Particulars	As at 31 March,2024		As at 31 March,2023	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
(a) Authorised Equity shares of Rs.10/- each with voting rights	13,000,000	1,300.00	13,000,000	1,300.00
(b) Issued Equity shares of ` Rs.10/- each with voting rights	11,483,950	1,148.40	11,433,950	1,143.40
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	11,483,950	1,148.40	11,433,950	1,143.40
	11,483,950	1,148.40	11,433,950	1,143.40
Refer Notes (i) to (iv) below				
Total	11,483,950	1,148.40	11,433,950	1,143.40

Note (i) Reconciliation of of number of Equity Share outstanding

Particulars	As at 31 March,2024		As at 31 March,2023	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
At the Beginning of the year	11,433,950	1,143.40	10,033,950	1,003.40
Add: Shares issued through allotment Bonus	-	-	-	-
Add: Shares issued through consideration other than cash	-	-	-	-
Add: Share issued through Preferential allotment	50,000	5.00	1,400,000	140.00
Outstanding at the end of the period	11,483,950	1,148.40	11,433,950	1,143.40

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note (ii) Shareholders holding more than 5% of the Equity share in the company

Name of the Shareholders	As at 31 March,2024		As at 31 March,2023	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
Mr Anuj Mundhra	3,258,125	325.81	3,258,125	325.81
Mrs Vandana Mundhra	1,540,975	154.10	1,540,975	154.10
Mrs Sunita Devi Mundhra	1,003,250	100.33	1,003,250	100.33
		-		-
	5,802,350	580.24	5,802,350	580.24

Note (iii) Shareholding of Promoters

Name of Promoter	Number of shares	% of total shares	% Change during the year
Mr Anuj Mundhra	3,258,125	28.37%	-
Mrs Vandana Mundhra	1,540,975	13.42%	-
Mrs Sunita Devi Mundhra	1,003,250	8.74%	-

Note (iv) Buildup of Share Capital

A. Equity Share capital

Financial Year	Number of Shares allotted without payment beingreceived in cash	Number of Shareallotted via Bonus	No of Shares acquired under Buyback of Shares
2023-2024	50,000	-	-
2022-2023	1,400,000	-	-
2021-2022	-	-	-
2020-2021	1,800,000	-	-
2019-2020	860,000	4,424,370	-

Note (v) Rights, preferences and restrictions attached to the equity shares

The Equity of the company having par value of Rs.10/- per share, rank pari passu in all respects including voting rights and entitlement to dividend.

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note no. 13 Other Equity

Particulars	Reserves and Surplus					Total
	Retained Earnings	General Reserve	Securities Premium	Other Reserve	Share Warrants	
Balance as at March 31, 2022	352.98	5.00	126.00	-	-	483.98
Add: Profit for the period	16.21	-	-	-	-	16.21
Equity share warrants issued during the year					197.50	197.50
Add: Equity share premium			966.00	-		966.00
Balance as at March 31, 2023	369.20	5.00	1,092.00	-	197.50	1,663.70
Add: Profit for the period	50.98	-	-	-	-	50.98
Equity share warrants conversion into equity during the year	-	-	-	-	(9.88)	(9.88)
Add: Equity share premium	-	-	34.50	-	-	34.50
Balance as at March 31, 2024	420.17	5.00	1,126.50	-	187.63	1,739.30

14 Long-term borrowings

Particulars	As at 31 March, 2024	As at 31 March, 2023
A. Term loans		
Secured		
a. From banks		
1) HDFC Bank Limited	29.78	42.00
	-	-
Unsecured		
a. From NBFC and other financial institutions (Refer note no. 14.2(i) for current maturity)	104.91	96.37
Total (A)	134.69	138.37
B. Loans and advances from related parties		
Unsecured Loan (Refer note no. 31)		
Directors and Relatives	572.62	-
Total (B)	572.62	-
C. Loans and Advances From Other Parties		
Others	-	-
Total (C)	-	-
Total (A+B+C)	707.30	138.37
D. Lease Liabilities (Refer note no. 14.2(ii) for current maturity)	700.03	338.06
Total (A+B+C+D)	1,407.33	476.43

Notes: 13.1

(i) Details of Long-term borrowings guaranteed by some of the directors or others:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Loans repayable on demand from banks	29.78	42.00
Loans repayable on demand from other parties	104.91	96.37
Loans and advances from related parties	572.62	-
Other loans and advances	-	-
Total	707.30	138.37

Note 13.2 Additional information to Secured/Unsecured long term borrowings

i) The long term portion of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under the short term borrowings as per the disclosure requirements of the Division II of Schedule III.

ii) The long term portion of lease liability are shown under long term borrowings and the current maturities of the lease liability are shown under the other liabilities as per the disclosure requirements of the Division II of Schedule III.

Note 14.3 Details of securities and Terms of repayment

I. Secured

(A). Term Loans

a). From Banks

1. HDFC Bank Limited

Secured by hypothecation of Volvo car as specified in the schedule annexure to the loan agreement executed on 19.05.2022. The loan is repayable in 60 monthly installments is amount of Rs. 124,249/- and The period of maturity w.r.t balance sheet date is 40 months.

b) From other financial institutions

1. SIDBI

Company has taken loan amount of Rs. 40.00 Lakhs (Including Fixed Deposit amount of Rs. 5.00 lakhs) from SIDBI. Secured by hypothecation of all equipment, plants, machineries, and other assets of company acquired from the assistance sanctioned by SIDBI. The loan agreement executed on 29.06.2020 and repayment shall commence from 10.01.2021 with 54 monthly installments, for 53 months amount of Rs. 74,000 and for last month is Rs. 78,000. The period of maturity w.r.t balance sheet date is 17 months.

II. Unsecured

(A) From NBFC and other financial institutions

1. Aditya Birla Finance Limited

Company has taken Loan from Aditya Birla Finance Limited amounting of Rs. 75 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00% pa. The Loans is sanctioned for 36 months. The repayment shall commence from 05.09.2022 in 36 monthly installment of Rs. 2,65,533. The period of maturity w.r.t balance sheet date is 17 months.

2. Ambit Finvest Private Limited

Company has taken Loan from Ambit Finvest Private Limited amounting as for Rs. 25 Lakhs which is used to augment net working capital. The Loans carries ROI of 18.00%. The Loans is sanctioned for 12 months. The repayment shall commence from 05.03.2022 in 12 monthly installment of Rs. 2,29,200. The loan amount is fully paid during the previous year.

3. Axis Finance Limited

Company has taken Loan from Axis Finance Limited amounting as for Rs. 23.08 Lakhs which is used to augment net working capital. The Loans carries ROI of 15.65%. The Loans is sanctioned for 36 months. The repayment shall commence from 05.03.2022 in 36 monthly installment of Rs. 82,303. The period of maturity w.r.t balance sheet date is 11 months.

4. Cholamandalam Investment and finance company limited

Company has taken Loan from Clix Capital Services Private Limited amounting as for Rs. 35.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 36 months. The repayment shall commence from 05.10.2023 in 36 monthly installment of Rs. 123,916. The period of maturity w.r.t balance sheet date is 30 months.

5. Clix Capital Services Private Limited

Company has taken Loan from Clix Capital Services Private Limited amounting as for Rs. 50.25 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 31 months with 4 months moratorium. The repayment shall commence from 02.09.2022 in 36 monthly installment of Rs. 179,160.

The period of maturity w.r.t balance sheet date is 30 months.

6. Fedbank Financial Services Limited

Company has taken Loan from Fedbank Financial Services Limited amounting as for Rs. 30.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 02.03.2022 in 24 monthly insttatement of Rs. 148,327. the loan amount fully paid during the previous year.

7. Growth Source Financial Technologies Private Limited

Company has taken Loan from Growth Source Financial Technologies Private Limited amounting as for Rs. 30.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 18 months. The repayment shall commence from 05.11.2023 in 30 monthly insttatement of Rs. 189,280. The period of maturity w.r.t balance sheet date is 13 months.

8. Hero Fincorp Limited

Company has taken Loan from Hero Fincorp Limited amounting as for Rs. 25.30 Lakhs which is used to augment networking capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 36 months. The repayment shall commence from 03.03.2022 in 36 monthly insttatement of Rs. 90,184. The period of maturity w.r.t balance sheet date is 11 months.

9. ICICI Bank Limited

Company has taken Loan from ICICI Bank Limited amounting as for Rs. 50.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 36 months. The repayment shall commence from 05.11.2023 in 36 monthly insttatement of Rs. 1,78,543. The period of maturity w.r.t balance sheet date is 31 months.

10. IDFC First Bank Limited

Company has taken Loan from IDFC First Bank Limited amounting as for Rs. 35.91 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 40 months. The repayment shall commence from 02.01.2020 in 40 monthly insttatement of Rs. 1,23,916. The loan amount is fully paid during the previous year.

11. Kotak Mahindra Bank Limited

Company has taken Loan from Kotak Mahindra Bank Limited amounting as for Rs. 40.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 10.02.2022 in 24 monthly insttatement of Rs. 1,97,193. The loan amount is fully paid during the previous year.

12. Oxyzo Financial Services Private Limited

Company has taken Loan from Oxyzo Financial Services Private Limited amounting as for Rs. 75.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 05.03.2022 in 24 monthly insttatement of Rs. 3,70,817. The loan amount fully paid during the previous year.

13. Tata Capital Financial Services Limited

Company has taken Loan from Tata Capital Financial Services Limited amounting as for Rs. 30.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 24 months. The repayment shall commence from 05.11.2023 in 24 monthly insttatement of Rs. 1,47,607. The period of maturity w.r.t balance sheet date is 19 months.

14. Tata Capital Financial Services Limited

Company has taken Loan from Tata Capital Financial Services Limited amounting as for Rs. 36.99 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 43 months with 4 months moratorium (from 05.05.2020 to 05.08.2020). The repayment shall commence from 05.02.2020 in 43 monthly insttatement of Rs. 1,25,141. The loan amount fully paid during the previous year.

15. Unity Small Finance Bank Limited

Company has taken Loan from Unity Small Finance Bank Limited amounting as for Rs. 40.21 Lakhs which is used to augment net working capital. The Loans carries ROI of 18.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 04.03.2022 in 24 monthly insttatement of Rs. 2,00,722. The loan amount fully paid during the previous year.

16. Unity Small Finance Bank Limited

Company has taken Loan from Unity Small Finance Bank Limited amounting as for Rs. 40.80 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 24 months. The repayment shall commence from 04.10.2023 in 24 monthly insttatement of Rs. 2,00,746. The period of maturity w.r.t balance sheet date is 18 months.

17. KISETSU Saison Finance India Private Limited

Company has taken Loan from KISETSU Saison Finance India Private Limited amounting as for Rs. 40.80 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 24 months. The repayment shall commence from 04.10.2023 in 24 monthly insttatement of Rs. 2,00,746. The period of maturity w.r.t balance sheet date is 18 months.

Note No. 15 Trade Payable

Particulars	As at 31 March, 2024	As at 31 March, 2023
(I) Trade Payable		
(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1.35	3.48
Total	1.35	3.48

Note No. 16 Other Financial Liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Security Deposits	34.62	-
Total	34.62	-

Note No. 17 Non Current Provisions

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Provisions for Employee Benefits		
Provision for provident and other funds	20.02	16.27
Provision for gratuity (refer Note (i) below)		
Provision for ESI		
Provision for compensated absences		
(b) Others	20.02	16.27
Total		

Note (i). The company has done actuarial valuation of gratuity fund in accordance with AS-19 and the liability has been provided in the books as per actuarial valuation certificate.

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Projected Benefit Obligation	24.15	19.93
Funding Status	Unfunded	Unfunded
Fund Balance	N.A.	N.A.
Current Liability	4.13	3.66
Non-Current Liability	20.02	16.27

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Demographic Assumption:		
Mortality Rate	Indian Assured Lives Mortality(2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Retirement Age	60 Years	60 Years
Attrition Rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	5% at younger ages and reducing to 1% at older ages according to graduated scale
Financial Assumption:		
Salary Escalation Rate	7% p.a.	7% p.a.

Discount Rate	6.80% p.a (Yield of Government Bond referenced on Valuation Date)	6.80% p.a (Yield of Government Bond referenced on Valuation Date)
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NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note 18 Short-term borrowings

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Loans repayable on demand (refer note (i) below)		
From banks		
Secured	676.50	501.84
Unsecured	-	-
(b) Current maturities of long-term borrowing	248.94	278.11
	925.44	779.95

Notes:

(i) Details of security for the secured short-term borrowings:

Particulars	As at 31 March, 2024	As at 31 March, 2023
<u>Loans repayable on demand from banks:</u>		
a) Bank of Baroda CCA/c		
Nature of Security:- Primary secured by hypothecation over entire current assets and movable fixed assets of the company excluding equipment, plant, machines & other assets of the borrower acquired from assistance sanctioned by SIDBI and HDFC Bank. Collateral secured by mortgage on property Flat No. 302, C -6, kamal apartment, jai singh highway, bani park, jaipur owned by Anuj Munadhra and Vandana Mundhra and Flat No. 1015, mayfair heights, kardhani, govindpura kalwar road, jaipur and further secured by shares pledge of 13,39,100 own shares. The Applicable rate of interest on CC limit is 9.15% p.a. with monthly rest.	676.50	501.84
Total - from banks	676.50	501.84

NANDANI CREATION LIMITED
Notes forming part of the financial statements
NANDANI CREATION LIMITED
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Note no. 19 Trade Payable

Particulars	As at 31 March, 2024	As at 31 March, 2023
(I) Trade Payable		
(a) Total outstanding dues of micro enterprises and small enterprises	425.79	36.65
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	142.86	123.02
Total	568.65	159.67
Note 19.1 There is no interest due or outstanding on Grand Total	568.65	159.67

Micro, Small and Medium Enterprises (MSME). During the years ended March 31, 2023 and March 31, 2022.

Note No. 20 Other liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Current maturities of finance lease obligation	66.71	39.10
(b) Revenue received in advance:	-	-
Advance received from customers	-	-
(c) Other payables	-	-
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Goods & Service Taxes etc.)	23.82	13.57
(ii) Payables on purchase of fixed assets	-	-
(iii) Contractually reimbursable expenses	-	-
(iv) Interest accrued on trade payables	-	-
(v) Interest accrued on others	-	-
(vi) Security Deposit	14.93	18.00
(vii) Advances from customers	7.87	0.89
(viii) Audit fees payable	4.84	4.40
Total	118.17	75.96

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note 19.3 "For the ageing schedule of Trade Payables

Particulars	Financial Year 2023-24				
	Outstanding for following periods from due date of payment				Total
	Less then 1 year	1-2 years	2-3 years	More then 3 years	
(i) MSME	425.79	-	-	-	425.79
(ii) Others	139.85	-	3.01	-	142.86
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Financial Year 2022-23				
	Outstanding for following periods from due date of payment				Total
	Less then 1 year	1-2 years	2-3 years	More then 3 years	
(i) MSME	36.65	-	-	-	36.65
(ii) Others	123.02	3.01	-	-	126.04
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	0.47	-	0.47

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note No. 21 Current Provisions

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Provisions for Employee Benefits		
Provision for provident and other funds		
Provision for gratuity	4.13	3.66
Provision for ESI		
Provision for compensated absences	-	
(b) Others	-	
Service Warranties	-	
Statutory dues	-	
(i) Provision for Salary and Wages	28.13	23.21
(ii) Provision for expenses (Electricity payable and other payables)	1.92	2.43
Total	34.17	29.31

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note 22 Revenue from operations

	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(a)	Sale of products (Refer Note (i) below)	4,349.58	4,438.36
(b)	Sale of services (Refer Note (ii) below)	25.32	37.25
(c)	Other operating revenues (Refer Note (iii) below)	-	-
	<u>Less:</u>		
	Excise duty	4,374.90	4,475.61
(d)	Total	4,374.90	4,475.61

Note	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(i)	Sale of products comprises :		
	a). Traded goods		
	Fabrics	572.34	32.33
	Ladies Garments	1,333.41	683.85
	Masks, PPE KIT & other	-	1.00
	Consumables and others	26.11	11.00
	Total - Sale of traded goods	1,931.86	728.18
	b). Manufacture Goods		
	Ladies Garments	2,417.72	3,710.19
	Total - Sales of Manufactured Goods	2,417.72	3,710.19
	Total - Sale of traded and manufactured goods	4,349.58	4,438.36

(ii)	Sale of services comprises :		
	Designing and administration charges	8.00	29.00
	Postages and Courier	4.61	5.28
	Franchisee Fees	12.71	1.00
	Spotting and washing	-	1.97
	Total - Sale of services	25.32	37.25
(iii)	Other operating revenues comprise:		
	Other Miscellaneous Income	-	-
	Total - Other operating revenues	-	-

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note 23 Other income

	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(a)	Interest income (Refer Note (i) below)	1.94	10.56
(b)	Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	46.41	39.18
	Total	48.35	49.74

Note	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(i)	Interest income comprises:		
	a. Financial assets mandatorily measured at fair value through profit or loss		
	—Interest from banks on:		
	Fixed deposits/ bonds	0.76	1.96
	Interest on loans and advances	-	7.25
	b. Interest income on financial assets fair valued through other comprehensive income		
	— Non-convertible debentures		
	c. Financial assets carried at amortised cost		
	— Tax free bonds and government bonds		
	— Deposits with banks and others		
(ii)	d. Other interest income		
	Interest from income tax refund	1.18	1.36
	Total - Interest income	1.94	10.56

Note	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(ii)	Other non-operating income comprises:		
	Other Income	18.21	8.43
	Rent	18.00	-
	SPF Income	5.08	11.04
	Gain on sale of fixed assets	-	10.20
	Re-measurement of Right to use of assets and lease liabilities	2.63	-
	Notional income on disposal of lease	2.48	9.51
	Total - Other non-operating income	46.41	39.18

Note 24 Cost of material Consumed

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening Stock	362.87	78.18
Purchases	839.98	1,663.65
Total	1,202.85	1,741.84
Less: Sold During the year closing Stock	- 198.47	- 362.87
Cost of Material consumed	1,004.38	1,378.96
Material Consumed Comprises		
Fabric	134.90	27.96
Running Fabric	869.48	1,351.00
Total	1,004.38	1,378.96

Note 25 Purchase of traded goods

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Traded goods		
Ladies Garments	1,300.25	680.01
Total	1,300.25	680.01

Note 26 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<u>Inventories at the end of the year:</u>		
A. Inventories at the end of the year: (As verified and certified by the management)		
Stock of WIP	114.65	143.60
Stock of Finished Goods	1,715.93	1,557.47
Total A	1,830.57	1,701.07
B. Inventories at the beginning of the year:		
Stock of WIP	143.60	-
Stock of Finished Goods	1,557.47	1,359.47
Total B	1,701.07	1,359.47
Net (increase) / decrease	(129.50)	(341.60)

Note 27 Employee benefits expense

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salary to Employees	222.08	163.00
Contribution to ESI and Provident Fund	5.77	7.05
Directors Remuneration	82.80	54.00
Gratuity Expenses	5.67	5.19
Total	316.32	229.24

Note 28 Finance costs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest and finance charges on financial liabilities carried at amortised cost		
(a) Interest expense on:		
(i) Borrowings	150.33	149.02
(ii) Trade payables	-	-
(iii) Others (leased Assets)	64.92	49.90
Less : Amount Capitalised	-	-
Total Interest on financial liabilities carried at amortised cost	-	-
(b) Other borrowing costs	-	-
Loan Processing Fees	-	1.45
Bank Charges	11.09	12.50
Total Finance Cost	226.34	212.86

NANDANI CREATION LIMITED
Notes forming part of the financial statements
Note 29 Other expenses

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<u>(A) Direct Exps.</u>		
Consumables	20.84	57.14
Job Work, Sticking and other Charges	220.17	580.01
Packing Material	14.18	12.60
Power & Fuel	31.52	25.94
Wages	62.51	82.52
Total	349.21	758.21
<u>(B) Indirect Exps</u>		
Business Promotion and marketing expenses	179.01	69.77
Advertisement	289.31	317.58
Commission & Brokerage	281.00	550.36
Donation	0.24	0.24
Discount	1.58	-
EDC charges	1.48	3.15
Frenchise Commission	7.35	29.40
Loss on Remeasurement of lease assets and liabilities	-	0.54
GST reversed / Surrendered	-	3.65
Insurance Exp	6.07	6.00
Interest on GST	-	8.11
Legal and Professional Exp.	52.46	26.05
Loss on sale of fixed assets	0.12	-
Membership & Subscription	4.14	1.99
Office Expenses	15.83	12.49
Payment Gateway Charges	2.13	6.07
Payments to auditors (Refer Note (i) below)	5.09	5.82
Penalty & Interest	0.37	0.14
Photo Shoot Exp.	3.30	10.61
Postage and Courier Expenses	4.01	34.14
Printing and Stationery Expenses	4.35	3.53
Rent Expenses	4.19	5.33
Repair & Maintenance	15.10	16.67
Right issue expenses	2.50	-
security deposit Forfeited	-	1.04
Security Guard Expenses	6.62	-
Shipping and handling Charges	170.22	284.84
Software Exp	21.68	15.72
Staff & Labour Welfare expenses	18.12	27.85
Sweeper and Cleaning charges	5.52	6.56
Telephone and Mobile Expenses	3.42	3.65
Travelling Expenses	25.41	0.61
Website Charges	13.77	11.65
Written off Preferential allotment expenses	17.49	5.08
Total	1,161.85	1,468.62
Grand Total	1,511.07	2,226.83

Notes:29.1

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(i) Payments to the auditors comprises (net of service tax input credit, where		
As auditors - Statutory and Tax audit	4.84	4.40
As auditors - Other matters	0.25	1.42
Total	5.09	5.82

Note 30 Earning Per Share

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2023
Basic & Diluted		
Net profit / (loss) for the year attributable to the equity shareholders	49.21	10.99
Weighted average number of equity shares	11,435,439	10,444,361
Par value per share	10.00	10.00
Earnings per share - Basic & diluted	0.43	0.11

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note 31 Related Party Transaction

A: Details of outstanding balance as at year end

Name of Party	Nature Of Relation	Nature of Transation	Amount Outstanding as on 31-03-24 payable / (receivable)	Amount of Transaction debited in 01-04-23 to 31-03-2024	Amount of Transaction credited in 01-04-23 to 31-03-2024	Amount Outstanding as on 31-03-23 payable / (receivable)
Anuj Mundhra	Managing Director	Unsecured Loan	450.50	47.87	498.37	-
		Outstanding director remuneration	-	55.95	53.82	2.13
Sunita Devi Mundhra	Director	Unsecured Loan	-	15.74	15.74	-
		Oustanding director remuneration	(0.93)	24.94	21.49	2.52
Vandana Mundhra	Director	Unsecured Loan	28.57	65.76	94.34	-
		Oustanding director remuneration	-	21.55	21.55	-
		Security deposit	(0.50)	-	-	(0.50)
Dwarka Das Mundhra	CFO	Unsecured Loan	58.54	22.21	80.75	-
		Outstanding Salary	-	8.04	8.04	-
Gunjan Jain	Compliance officer	Outstanding Salary	-	9.90	9.90	-
Desi Fusion India Private Limited	Wholly owned subsidiary	Advance to supplier	(14.51)	1,197.61	1,291.18	(108.08)

B: Details of transaction with related party during the year

Name of Party	Nature Of Relation	Nature of Transation	Amount
Anuj Mundhra	Managing Director	Director Remuneration	50.40
Vandana Mundhra	Whole time director	Director Remuneration	18.00
Sunita Devi Mundhra	Whole time director	Director Remuneration	14.40
Dwarka Das Mundhra	CFO	Salary	3.60
Gunjan Jain	Compliance Officer	Salary	9.90
Desi Fusion India Private Limited	Wholly owned subsidiary	Purchase of Goods	682.60
		Sale of Goods	173.01
		Sale of service	16.00

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note - 32 – Financial Instruments

1. Capital Management

The Company's capital management objectives are to ensure the company's ability to continue as a going concern, to provide an adequate return to share holders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet. Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company manages its capital on the basis of Net Debt to Equity Ratio which is Net Debt (Total Borrowings net of Cash and Cash Equivalents) divided by total equity.

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Total Borrowings	1,632.75	918.32
Less: Cash and Cash Equivalents	23.50	346.41
Net Debt (A)	1,609.25	571.91
Total Equity (B)	2,887.69	2,807.09
Capital Gearing Ratio (B/A)	1.79	4.91

The Company has complied with the covenants as per the terms and conditions of the major borrowing facilities throughout the Reporting Period.

2. Financial Risk Management – Objectives and Policies

The Company's financial liabilities mainly comprise the loans and borrowings in domestic currency, money related to capital expenditures, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets comprise mainly of investments, security deposits, cash and cash equivalents, other balances with banks, trade and other receivables that derive directly from its business operations.

The Company is exposed to the Market Risk, Credit Risk and Liquidity Risk from its financial instruments. The Management of the Company has implemented a risk management system which is monitored by the Board of Directors of the Company. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims to identify, assess, mitigate the risks in order to minimize the potential adverse effect on the Company's financial performance.

A. Fair value measurement

Particulars	For the year ended 31st March, 2024		
	Amortised Cost	FVTP L	FVTOCI
Financial Assets- Non Current			
Investment in wholly owned subsidiary*	50.00	-	-
Trade receivables	8.88	-	-
Loans	-	-	-
Other Financial Assets	60.89	-	-
Financial Assets- Current			
Investment in SSG gold bond	-	-	6.88
Trade receivables	2,078.88	-	-
Cash and Cash Equivalent	21.36	-	-

Other Bank Balances	2.13	-	-
Loans	-	-	-
Other Financial Assets	711.42	-	-
Total	2,933.57	-	6.88
Financial Liabilities- Non Current			
Borrowings	707.30	-	-
Lease Liabilities	700.03	-	-
Trade payables	1.35	-	-
Other Financial Liabilities	34.62	-	-
Financial Liabilities- Current			
Borrowings (including current maturities of non-current borrowings)	925.44	-	-
Trade payables	568.65	-	-
Other Financial Liabilities	-	-	-
Total	1,494.09	-	-

Particulars	For the year ended 31st March, 2023		
	Amortised Cost	FVTPL	FVTOCI
Financial Assets- Non Current			
Investment in wholly owned subsidiary*	50.00	-	-
Trade receivables	4.46	-	-
Loans	-	-	-
Other Financial Assets	38.09	-	-
Financial Assets- Current			
Investment in SSG gold bond	-	-	5.98
Trade receivables	680.50	-	-
Cash and Cash Equivalent	7.23	-	-
Other Bank Balances	339.18	-	-
Loans	-	-	-
Other Financial Assets	552.63	-	-
Total	1,672.09	-	5.98
Financial Liabilities- Non Current			
Borrowings	138.37	-	-
Lease Liabilities	338.06	-	-
Trade payables	3.48	-	-
Other Financial Liabilities	-	-	-
Financial Liabilities- Current			
Borrowings (including current maturities of non-current borrowings)	779.95	-	-
Trade payables	159.67	-	-
Other Financial Liabilities	-	-	-
Total	939.62	-	-

(*) Investment in subsidiaries are measured at cost as per Ind AS 27, "Separate financial statements", and hence not presented here.

B. Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. There are no material market risk affecting the financial position of the Company.

(a) Interest Rate Risk

Interest risk is the risk or uncertainty arising from possible interest rate movements and their impact on the future obligations or cash flows of a business. There are no material interest risk affecting the financial position of the Company.

(b) Currency Risk

Interest risk is the risk or uncertainty arising from possible interest rate movements and their impact on the future obligations or cash flows of a business. There are no material interest risk affecting the financial position of the Company.

(c) Other Price Risk

Other Price Risk is the Risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is exposed to price risk arising mainly from investments in equity/equity-oriented instruments recognized at FVTPL/FVTOCI.

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2022
Investments (FVTPL)	-	-
Investments (FVTOCI)	-	-

C. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and other Financial assets measured at amortized cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets. (i) Low credit risk, (ii) Moderate credit risk, (iii) High credit risk.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Financial assets (other than trade receivables) that expose the entity to credit risk are managed and categorized as follows:

Basis of categorisation	Asset class exposed to credit	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans and other financial assets	12 month expected credit loss.
Moderate credit risk	other financial assets	12 month expected credit loss, unless credit
High credit risk	other financial assets	Life time expected credit loss (when there is

Financial assets (other than trade receivables) that expose the entity to credit risk (Gross exposure): -

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Low Credit Risk		
Cash and cash equivalents	21.36	7.23
Bank Balances other than above	2.13	339.18
Loans	-	-
Other Financial Assets	711.42	552.63
Moderate/ High Credit Risk	-	-
Total	734.92	899.04

(i) Cash and cash equivalent and bank balance:

Credit risk related to cash and cash equivalents and bank balance is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

(ii) Loans and Other financial assets measured at amortized cost:

Other financial assets measured at amortized cost includes Security Deposit to various authorities , Loans to staff and other receivables. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

(iii) Trade receivables:

Life time expected credit loss is provided for trade receivables. Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

(A) Expected credit losses:

Expected credit loss for trade receivables under simplified approach:

The Company recognizes lifetime expected credit losses on trade receivables & other financial assets using a simplified approach, wherein Company has defined percentage of provision by analyzing historical trend of default based on the criteria defined below and such provision percentage determined have been considered to recognize life time expected credit losses on trade receivables (other than those where default criteria are met in which case the full expected loss against the amount recoverable is provided for). Further, the Company has evaluated recovery of receivables on a case to case basis. No provision on account of expected credit loss model has been considered for related party balances. The Company computes credit loss allowance based on provision matrix. The provision matrix is prepared on historically observed default rate over the expected life of trade receivable and is adjusted for forward - looking estimate. The provision matrix at the end of reporting period is as follows:

Particulars	Expected Loss Rate
All Receivables excluding Related Parties	0.50%

Movement in Expected Credit Loss Allowance on Trade Receivables	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Balance at the beginning of the reporting period	-	-
Loss Allowance measured at lifetime expected credit losses	-	-
Balance at the end of reporting period	-	-

D. Liquidity Risk

Liquidity Risk is the risk that the Company will encounter difficulty in raising the funds to meet the commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Financing arrangements:

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
- Cash credit limit	676.50	501.84

Note 33. Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31 March, 2024								
Contingent liabilities									
a) Claims against the Company not acknowledged as debt									
1. The Income Tax Department has raised demands in regard to tax deducted at source for non-compliances to the provision of the act that has been verified from TRACES are as follows:	11.65								
<table> <tr> <th>Financial Year</th><th>Amount</th></tr> <tr> <td>2021-22</td><td>1.71</td></tr> <tr> <td>2022-23</td><td>6.77</td></tr> <tr> <td>2023-24</td><td>3.17</td></tr> </table>	Financial Year	Amount	2021-22	1.71	2022-23	6.77	2023-24	3.17	
Financial Year	Amount								
2021-22	1.71								
2022-23	6.77								
2023-24	3.17								
b). Guarantees excluding financial guarantees									
1. The Company has been provided corporate guarantee for cash credit loan from Axis Bank limited for its subsidiaries i.e. Desi Fusion India Private Limited Amount of Rs. 120 lakhs.	120.00								
2. The Company has been provided bank guarantee to ESIC PGIMSR Medical Collage & Model Hospital from Bank of India for EPBG.	0.25								
c). Others money for which the company is contingently liable	-								
Commitments									
a). Estimated amount of contracts remaining to be executed on capital account and not provided for	-								
b). Uncalled liability on shares and other investments partly paid	-								
c). Other commitments	-								

Additional Regulatory Information as per Schedule II of The Companies Act, 2013

1. The company does not own any immovable property.
2. The Company does not have any investment property; hence company has not required to disclose whether investment property is valued at fair value is based on the valuation by a Registered valuer as defined rule 2 of the companies (Registered Valuers and Valuation) Rules 2017.
3. The Company has not revalued its Property, Plant and Equipment (including Right of use Assets), hence the company has not required to disclose whether the valuation is based on the valuation by a registered valuer as defined under rule 2 of the company (Registered Valuers and Valuation) Rules 2017.
4. The Company has not revalued its Intangible Assets; hence the company has not required to disclose whether the valuation is based on the valuation by a registered valuer as defined under rule 2 of the company (Registered Valuers and Valuation) Rules 2017.
5. **The disclosure of the Loans and Advances in the nature of the loans granted to promoters, directors, KMPs and the related parties (as defined in Companies Act, 2013) either severally or jointly with any other persons that are**

- a) Repayable on demand or
- b) Without specifying any terms or period of repayments.

Type of Borrowers	Amount of loans and advances in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans.
Promoters	NIL	NIL
Directors	NIL	NIL
KMP's	NIL	NIL
Related Parties	NIL	NIL

6. There are no Capital Work in Progress as at Balance Sheet date.

7. There are no intangible assets under development as at Balance Sheet date.

8. Benami Property

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules thereunder

9. Returns and filing to Banks and financial institutions

The company has availed borrowings from banks and financial institutions on the basis of the security of its current assets. The quarterly returns and statements filed with them are in agreements with the books of accounts

10. Wilful Defaulters

The company is not declared as wilful defaulter by any bank or financial institutions or other lender

11. Relationship with struck off companies

The company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

12. Registration or satisfaction of charges with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with Registrar of Companies beyond the statutory period.

13. Layers of the company

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, The company have a subsidiary company i.e. Desi Fusion India Private Limited as at the balance sheet date.

14. Corporate Social Responsibility (CSR)

The Company has not been required to constitute CSR committee and to make expenses towards CSR activities as per the requirements of Section 135 of the Companies Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

15. Crypto Currency or Virtual Currency

The Company has not been traded or invested in Crypto Currency and Virtual Currency during the financial year.

16. Financial Ratios

a) Current ratio (*Current Assets / Current Liabilities*)

Particulars	FY 2023-24	FY 2022-23
Current Assets	4886.78	3649.46
Current Liabilities ⁽¹⁾	1646.43	1044.89
Current ratio	2.9681	2.4498
% Change	21.16%	

Reasons for variation more than 25% - NA

⁽¹⁾Current Liabilities include short term borrowings availed by the Company and current maturities of long-term loans (including current maturities of lease liabilities).

b) Debt-Equity Ratio (*Debt / Equity*)

Particulars	FY 2023-24	FY 2022-23
Debt ⁽²⁾	2399.48	1295.48
Net worth	2887.69	2807.09
Debt-Equity Ratio	0.8309	0.4615
% Change	80.05%	

Reasons for variation more than 25% - During the year company received unsecured loan from promoters of the company.

⁽²⁾ Debt includes long term borrowings, secured and unsecured, short-term borrowings availed by the Company and current maturities of long-term loans (including current maturities of lease liabilities).

c) Debt-Service Coverage Ratio (*Profit Before Tax + Depreciation + Interest on term loans / Total Loan instalments*)

Particulars	FY 2023-24	FY 2022-23
PBT + Dep + Interest	344.71	288.07
Loan Installments	496.00	886.44
Debt Service Coverage Ratio	0.6950	0.3250
% Change	113.86%	

Reasons for variation more than 25% - preceding previous year the company paid various unsecured loans as compared to current financial year.

d) Return on Equity Ratio (*PAT / Net Worth*)

Particulars	FY 2023-24	FY 2022-23
PAT	50.98	16.21
Net worth	2887.69	2807.09
Return on Equity Ratio	0.0177	0.0058
% Change	205.62%	

Reasons for variation more than 25% - current financial year profit of the company has been increased as compared to previous year.

e) Inventory Turnover Ratio (*Turnover / Inventory*)

Particulars	FY 2023-24	FY 2022-23
Average Inventory	2065.02	1751.71
Turnover	4374.90	4475.61

Inventory Turnover Ratio	2.1186	2.5550
% Change	(17.08)%	

Reasons for variation more than 25% - NA

f) Trade Receivables Turnover Ratio (*Turnover / Trade Receivables*)

Particulars	FY 2023-24	FY 2022-23
Average Trade Receivables	1386.36	722.82
Turnover	4374.90	4475.61
Trade Receivables Turnover Ratio	3.1557	6.1919
% Change	(49.04)%	

Reasons for variation more than 25% - During the year Trade receivables of the company has been increased as compared to previous year.

g) Trade Payables Turnover Ratio (*Purchases / Trade payables*)

Particulars	FY 2023-24	FY 2022-23
Average Trade Payables	366.58	218.83
Purchases	2140.24	2343.66
Trade Payables Turnover Ratio	5.8385	10.7099
% change	(45.49)%	

Reasons for variation more than 25% - During the year Trade payables of the company has been increased as compared to previous year.

h) Net Capital Turnover Ratio (*Turnover / Net worth*)

Particulars	FY 2023-24	FY 2022-23
Net worth	2887.69	2807.09
Turnover	4374.90	4475.61
Net Capital Turnover Ratio	0.6601	0.6272
% Change	5.24%	

Reasons for variation more than 25% - NA

i) Net Profit Ratio (*PAT / Sales*)

Particulars	FY 2023-24	FY 2022-23
PAT	50.98	16.21
Sales	4374.90	4475.61
Net Profit Ratio	1.17%	0.36%
% change	221.63%	

Reasons for variation more than 25% - Current financial year profit of the company has been increased as compared to previous year.

j) Return on Capital Employed (*Profit after Tax / Net worth*)

Particulars	FY 2023-24	FY 2022-23
Capital employed ⁽³⁾	2887.69	2807.09
Profit after Tax	50.98	16.21
Return on capital employed	17.70%	58.00%
% Change	205.62%	

Reasons for variation more than 25% - Current financial year profit of the company has been increased as compared to previous year.

⁽³⁾ Capital employed includes Net worth and long-term borrowings, secured and unsecured (including current maturities).

- k) Return on Investments (*Profit After Tax + Interest on Term Loan / Net Worth + Long Term Debt*)

Particulars	FY 2023-24	FY 2022-23
PAT + Interest on Term Loan	201.30	165.23
Net worth	2887.69	2807.09
Return on Investment	6.9711%	5.8862%
% Change	18.43%	

Reasons for variation more than 25% - NA

17. Compliance with approved schemes of arrangements

There is no scheme approved by competent authority as at balance sheet date.

18. Utilisation of Borrowed Funds and Share Premium

The company has not advanced or loaned or invested funds to any other persons or entities with the understanding that, that person/entity should invest in any other person or entity identified in any manner whatsoever by or on behalf of the company or provided any guarantee, security, or like to or on behalf of the company.

The company has not received any amount from any other persons/entity with the understanding, whether written or oral, that the company shall directly or indirectly invest in any other person or entity.

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

INDEPENDENT AUDITORS' REPORT

(REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS)

To
The Members of
NANDANI CREATION LIMITED
Jaipur

OPINION

We have audited the consolidated financial statements of **NANDANI CREATION LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India of the state of affairs of the company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not observed anything which falls under this.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

To express an opinion on these consolidated financial statements based on our audit. We have considered the provisions of the Act, the Indian accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules there under. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

RESPONSIBILITIES OF THE MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Board of Directors is responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Boards of Directors are responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1.As required by The Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 is not applicable on consolidated financial statements of the company, hence no reporting is made on clauses as specified in paragraph 3 and 4 of the said order.

2.As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and the returns received from the branches not visited by us.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India.
- e) On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. There were no pending litigations which would impact the consolidated financial position of the group
- ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the group.

iv. (a) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(d) There were no dividends declared and paid by company during the year

(e) Whether the company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention. (Not applicable for current financial year)

PLACE: JAIPUR

DATED: 14.05.2024

FOR ASHOK HOLANI AND COMPANY

CHARTERED ACCOUNTANT

FRN: 009840C

Sd/-

DEEPAK KUMAR JANGID

PARTNER

M.NO.: 447352

UDIN: 24447352BKEZXP2381

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

ANNEXURE A REFERRED TO IN PARAGRAPH 8(G) OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NANDANI CREATION LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2024.

ON THE BASIS OF THE INFORMATION AND EXPLANATION GIVEN TO US DURING THE COURSE OF OUR AUDIT, WE REPORT THAT:

1. (a)

a. The company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment.

b. The company has maintained proper records showing full particulars of intangible asset.

(b) According to the information and explanations given to us and based on the records of the company examined by us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and based on the records of the company examined by us, the total assets of the company include immovable property and the title deed of the immovable property are held in the name of the company.

(d) According to the information and explanations given to us and based on the records of the company examined by us, the company has not revalued its Property, Plant and Equipment or intangible asset or both during the year.

(e.) According to the information and explanations given to us and based on the records of the company examined by us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. (a) According to the information and explanations given to us and based on the records of the company examined by us, physical verification of inventory has been conducted at reasonable intervals by the management but the coverage and procedure of such verification by the management should be strengthened and improve.

(b) According to the information and explanations given to us and based on the records of the company examined by us, the company has been sanctioned working capital limits excess of Rs. 500 lakhs from banks. Company prepares and files its consolidated financial statements on half yearly basis therefore it is not possible for us to comment on quarterly statements filed by the company to bank. On review of the half yearly statements filed with banks with the financial statements prepared there is significant variations reported below.

Particulars	Amount reported in statement filed with bank(A)	Amount reported in financial statement(B)	Difference
(A-B)			
First Half Year			
Inventory	2175.80	2352.86	(177.06)
Trade Receivable	655.95	667.09	(11.14)
Trade Payable	258.87	455.36	(196.49)
Second Half Year			
Inventory	1871.60	2087.76	(53.48)
Trade Receivable	2034.28	2087.76	(53.48)
Trade Payable	424.54	570.00	(145.46)

3. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

a. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year except as mentioned below.

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

Particular	Amount
1. The Company has been provided corporate guarantee for cash credit loan from Axis Bank limited for its subsidiaries i.e. Desi Fusion India Private Limited Amount	120 Lakhs

b. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of secured and unsecured loans are, prima facie, not prejudicial to the interest of the Company.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of secured and unsecured loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of secured and unsecured loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has not given any advances in the nature of loans to any party.

f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of

loans either repayable on demand or without specifying any terms or period of repayment.

4. According to the records of the company examined by us and as per the information and explanations given to us, the company has not provided any loans, secured or unsecured or advances in the nature of loans, therefore the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities are not applicable on the company.

5. The company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013

6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

7 (a) According to the information and explanations provided to us and based on the records of the company examined by us, the company is not regular in depositing undisputed statutory dues including goods and service tax, Tax deducted at source, Tax collection at source, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, following undisputed amounts were payable in respect of the above were in arrears as on 31st march, 2024 for a period of more than six months from the date on when they become payable

Nature of Tax	Amount (In Lakh)
The Income Tax Department has raised demands for FY 2021-2022, 2022-23 and 2024-24 in regard to tax deducted at source for non-compliance to the provision of the act that has been verified from TRACES.	11.65

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no outstanding dues of Income tax or Sales tax or Service tax or Duty of Customs or duty of excise or value added tax which should be deposited on account of any dispute.

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

8. According to the information and explanations given to us and based on the records of the company examined by us, there is no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

9. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company has not made defaults in repayment of loans or borrowing/interest to a financial institution or dues to debenture holders.

(b) According to the information and explanations given to us and based on our findings the company is not a declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on our findings of the same, the company has applied term loans availed from the bank and financial institutions for the purpose for which the loans were obtained

(d) According to the information and explanations given to us and based on our findings of the same, the company has not applied any funds raised on short term basis for the for the long-term purposes.

(e) According to the information and explanations given to us and based on our findings Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and based on our findings, company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

10. (a) According to the information and explanations given to us and based on the records of the company examined by us, company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) According to the information and explanations given to us and based on the records of the company examined by us, company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11. (a) During the course of our examination of the books and records of the company carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the company.

(b) According to the information and explanations given to us and based on the records of the company examined by us, no report has been required to filed by the auditor under sub-section (12) of section 143 of the Companies Act, 2013 in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us and based on the records of the company examined by us, there is no whistle-blower complaints against the company.

12. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Hence, Sub clause a,b,c of is not applicable to it.

13. According to the information and explanations given to us and based on the records of the company examined by us, the company is in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable rules, and where applicable, for all transactions with the related parties and the details of the related party transaction have been disclosed in the financial statements as required by the applicable accounting standards.

14. As per section 138 of Companies Act, 2013 read with rule 13 of Companies (Accounts) Rules, 2014 company is required to appoint internal auditor as per size and nature of its business.

We have considered the internal audit reports for the year under audit, issued to the Company by M/s. Jain Shrimal & Co, Chartered Accountants during the year and till date, in determining the nature, timing and extent of our audit procedures.

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

15. According to the records of the company examined in course of our audit and as per information and explanations given to us, the company has not entered in any non-cash transaction with directors or persons connected with him. Hence, provisions of Section 192 are not applicable to the company.

16. According to information and explanations given to us and on the basis of records of the company examined by us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, sub clause b, c and d are not applicable on the company.

17. According to information and explanations given to us and on the basis of records of the company examined by us, the company has not incurred cash losses in the current financial year and immediately preceding year.

18. According to information and explanations given to us and on the basis of records of the company examined by us there has been no resignation of the statutory auditors during the year.

PLACE: JAIPUR
DATED: 14.05.2024

19. According to information and explanations given to us and on the basis of records of the company examined and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, there were no material

uncertainty exists as on the date of the audit report that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20. According to information and explanations given to us and on the basis of records of the company examined and as per section 135 of Companies Act, 2013 CSR is not applicable on the company for the financial year covered under the audit, hence, Sub clause-a and of is not applicable to it.

FOR ASHOK HOLANI AND COMPANY
CHARTERED ACCOUNTANT
FRN: 009840C

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO.: 447352
UDIN: 24447352BKEZXP2381

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

ANNEXURE B REFERRED TO IN PARAGRAPH 8(G) OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NANDANI CREATION LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2024.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **NANDANI CREATION LIMITED**. ("The Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of

internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material

CONSOLIDATED AUDITOR'S REPORT FY 2023-24

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

PLACE: JAIPUR

DATED: 14.05.2024

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR ASHOK HOLANI AND COMPANY

CHARTERED ACCOUNTANT

FRN: 009840C

Sd/-

DEEPAK KUMAR JANGID

PARTNER

M.NO.: 447352

UDIN: 24447352BKEZXP2381

NANDANI CREATION LIMITED
CIN: L18101RJ2012PLC037976
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

(Rs. In Lakhs)

Particulars	Note No.	As at 31 March, 2024	As at 31 March, 2023
A. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2.1	221.88	196.69
(b) Capital Work-in-Progress		-	-
(c) Other Intangible Assets	2.1	10.22	8.17
(d) Right to use assets	2.2	758.36	440.29
(e) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	3	8.88	4.46
(iii) Loans		-	-
(iv) Other Financial Assets	4	67.92	45.12
(f) Deferred Tax Assets (Net)	5	61.85	42.73
(g) Other Non-current Assets	6	64.87	82.36
SubTotal Non Current Assets		1,193.98	819.81
(2) CURRENT ASSETS			
(a) Inventories	7	2,821.51	2,458.50
(b) Financial Assets			
(i) Investments	8	9.42	7.24
(ii) Trade Receivables	9	2,188.79	735.03
(iii) Cash and Cash Equivalents	10	23.56	11.87
(iv) Bank Balance other than (iii) above	10	2.13	339.18
(v) Other Financial Asset	11	734.45	443.01
SubTotal Current Assets		5,779.87	3,994.82
Total Assets (1+2)		6,973.85	4,814.64
EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share capital	12	1,148.40	1,143.40
(b) Other Equity	13	1,838.30	1,756.23
(c) Non-controlling interest		0.01	0.01
Total Equity		2,986.71	2,899.64
(2) LIABILITIES			
(1) Non Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	14	709.68	141.81
(ia) Lease liabilities	14	775.57	453.75
(ii) Trade payables	15		
A. Total outstanding dues of micro enterprises and small enterprises		-	-
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		1.35	3.48
(iii) Other financial liabilities	16	34.62	-
(b) Provisions	17	20.98	16.97
(c) Deferred tax liabilities (net)			
(d) Other non current liabilities			
Sub Total Non Current Liabilities		1,542.20	616.01

(2) Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	18	1,061.31	843.07
(ii) Trade payables	19		
A. Total outstanding dues of micro enterprises and small enterprises		425.79	82.28
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		762.97	230.35
(iii) Other financial liabilities		-	-
(b) Other current liabilities	20	154.76	110.46
(c) Provisions	21	40.12	32.82
(d) Current tax liabilities (net)		-	-
Sub Total Current Liabilities		2,444.95	1,298.99
Total Liabilities (1+2)		3,987.14	1,914.99
Total Equity and Liabilities (1+2)		6,973.85	4,814.64

**Significant Accounting Policies and
Notes to Financial Statements**

**In terms of our report of even date
FOR ASHOK HOLANI & CO
Chartered Accountants**

**For and on behalf of the Board of Directors of
Nandani Creation Limited**

**Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO. 447352
Jaipur**

**Sd/-
ANUJ MUNDHRA
MANAGING DIRECTOR
DIN 05202504**

**Sd/-
VANDANA MUNDHRA
WHOLE TIME DIRECTOR
DIN 05202403**

**Date: 14.05.2024
UDIN: 24447352BKEZXP2381**

**Sd/-
DWARKA DASS MUNDHRA
CHIEF FINANCIAL OFFICER**

**Sd/-
GUNJAN JAIN
COMPANY SECRETARY**

**NANDANI CREATION
LIMITED CIN:
L18101RJ2012PLC03797**

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CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2024

(Rs. In Lakhs)

Particulars	Note No.	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Income			
I. Revenue from operations	22	4,511.32	4,888.19
II. Other Income	23	73.73	65.53
III. Total Income (I + II)		4,585.06	4,953.72
IV Expenses:			
Cost of materials consumed		973.36	795.09
Purchases of Stock-in-trade	24	1,706.51	1,146.06
Changes in stock of finished goods, work-in progress and stock-in-trade	25		
	26	(490.35)	(151.64)
Employee benefit expense	27	342.50	254.19
Finance costs	28	253.73	256.18
Depreciation and amortisation expense	2	194.72	183.74
Other expenses		1,549.53	2,455.76
Total expenses (IV)	29	4,530.00	4,939.38
V Profit before exceptional and tax (III - IV)		55.06	14.34
VI Exceptional items		-	-
VII Profit before tax (V-VI)		55.06	14.34
VIII Tax expense			
Current tax		(20.54)	(24.86)
Tax expense for previous year		-	6.62
Deferred tax		20.08	14.88
IX Profit for the period (VII-VIII)		54.60	10.98
X Other Comprehensive Income	5		
A. (i) Items that will not be reclassified to profit or loss		1.62	6.54
(ii) Income tax on above		(0.41)	(1.65)
B. (i) Items that will be reclassified to profit or loss		2.19	1.27
(ii) Income tax on above		(0.55)	(0.32)
Total Other Comprehensive Income (X)		2.84	5.85
XI. Total Comprehensive Income for the year (IX+X)		57.44	16.83
Profit for the year attributable to:			
(i) Shareholders of the Company		54.60	10.98
(ii) Non-controlling interests		(0.01)	(0.00)
		54.60	10.98
Other comprehensive income for the year attributable to:			
(i) Shareholders of the Company		2.84	5.85
(ii) Non-controlling interests		(0.00)	0.00
		2.84	5.85
Total comprehensive income for the year attributable to:			
(i) Shareholders of the Company		57.45	16.83
(ii) Non-controlling interests		(0.01)	0.00
		57.44	16.83
XII Earnings per equity share			
(1) Basic		0.48	0.11
(2) Diluted		0.48	0.11
	30		
	30		

Significant Accounting Policies and Notes to Financial Statements 1 to 34
The Notes referred to above form an integral part of the Balance Sheet.

In terms of our report of even date
FOR ASHOK HOLANI & CO
Chartered Accountants

For and on behalf of the Board of Directors of
Nandani Creation Limited

Sd/-
DEEPAK KUMAR JANGID
PARTNER
M.NO. 447352
Jaipur

ANUJ MUNDHRA
MANAGING DIRECTOR
DIN 05202504

VANDANA MUNDHRA
WHOLE TIME DIRECTOR
DIN 05202403

Date: 14.05.2024
UDIN: 24447352BKEZXP2381

DWARKA DASS MUNDHRA
CHIEF FINANCIAL OFFICER

GUNJAN JAIN
COMPANY SECRETARY

**NANDANI CREATION
LIMITED CIN:
L18101RJ2012PLC037976
Consolidated Cash Flow Statement for the year ended March 31, 2024**

(Rs. In Lakhs)

Particulars	For The Year Ended 31st March,2023	For The Year Ended 31st March,2023
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	55.06	14.34
Adjustments for:	-	-
Depreciation and amortisation of Property, Plant and Equipment	194.72	183.74
Finance costs	253.73	256.18
Profit on sale of fixed assets	0.12	(10.20)
Notional Gain in sale of Right to use of assets	(2.48)	(9.51)
Re-measurement gain/loss on routed through OCI	3.80	7.82
Profit/ (Loss) on remeasurement of Right to use of Assets	(2.63)	0.54
Operating profit / (loss) before working capital changes	502.32	442.90
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Investment	(2.19)	(1.27)
Inventories	(363.01)	(416.53)
Trade receivables	(1,458.18)	479.65
Other Financial asset	(285.08)	(99.05)
Other non Current assets	17.49	(82.36)
Other non current financial asset	(22.79)	37.52
	(2,113.77)	(82.05)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	873.99	(583.00)
Other financial liabilities	34.62	-
Other current liabilities	48.75	58.52
Current tax liabilities	(6.36)	(2.53)
Provisions	2.84	7.09
	953.84	(519.92)
Cash generated from operations	(657.61)	(159.06)
Net income tax (paid) / refunds	(20.54)	(18.24)
Net cash flow from operating activities (A)	(678.15)	(177.30)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(91.21)	(102.74)
Capital expenditure on intangible assets	(3.11)	(5.13)
Recognition of right to use of assets	(491.42)	(302.27)
Proceeds from sale of Fixed Assets	8.14	15.67
Disposal of right to use assets	37.57	108.45
Notional Gain in sale of Right to use of assets	2.48	9.51
Loss on remeasurement of Right to use of Assets	2.63	(0.54)
gain on sale of fixed assets	(0.12)	10.20
	(535.04)	(266.85)
Net cash flow used in investing activities (B)	(535.04)	(266.85)
C. Cash flow from financing activities		
Proceeds from Issue of Share Capital	5.00	140.00
Proceeds from Security Premium	34.50	966.00
Amount Received Against Share Warrant	(9.88)	197.50
Increase in long term Lease liability	321.83	75.78
Increase in other long-term Provisions	4.02	(2.01)
Net (increase) / decrease in working capital borrowings	218.23	(53.07)
Finance cost	(253.73)	(256.18)
Increase in long term borrowings	567.86	(295.55)
	-	-
Net cash flow used in financing activities (C)	887.83	772.48
Net increase / (decrease) in Cash and cash equivalents (A-B-C)	(325.35)	328.33
Cash and cash equivalents at the beginning of the year	351.05	22.72
Effect of exchange differences on restatement of foreign currency Cash and		

cash		
Cash and cash equivalents at the end of the year		
	25.70	351.05
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 10)	25.70	351.05
Less: Bank balances not considered as Cash and cash equivalents as defined in IND		
AS 7 Cash Flow Statements (give details)		
Net Cash and cash equivalents (as defined in IND AS 7 Cash Flow Statements)	25.70	351.05
Add: Current investments considered as part of Cash and cash equivalents		

* Comprises:		
(a) Cash on hand	23.56	11.87
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	2.13	339.18
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months		
(iv) In earmarked accounts (give details)		
(d) Others (specify nature)		
Deposits		
(e) Current investments considered as part of Cash and cash equivalents		

For and on behalf of the Board of Directors
of Nandani Creation Limited

**FOR ASHOK HOLANI &
CO**
Chartered Accountants

DEEPAK KUMAR JANGID
PARTNER
M.NO. 447352
Jaipur

ANUJ MUNDHRA
MANAGING DIRECTOR
DIN 05202504

VANDANA MUNDHRA
WHOLE TIME DIRECTOR
DIN 05202403

Date: 14.05.2024
UDIN: 24447352BKEZXP2381

DWARKA DASS MUNDHRA
CHIEF FINANCIAL OFFICE

GUNJAN JAIN
COMPANY SECRETARY)

CONSOLIDATED FINANCIAL STATEMENT FY 2023-24

Note No.1 to the Consolidated financial Statements for the Year ending on 31st March 2024.

A. Background of the Company

The Company was incorporated as Nandani Creation Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation having CIN: U18101RJ2012PLC037976 dated February 21, 2012, in Jaipur. Further, Company was converted into public limited company i.e. Nandani Creation Limited having CIN: L18101RJ2012PLC037976 vide fresh certificate of incorporation dated August 12, 2016.

The registered office of the company is situated G-13 Kartarpura Industrial Area Near 22 Godam, Jaipur-302006.

The company is engaged in Manufacturing, produced, import, export, wholesalers, trader, buyer, seller, job workers of dress materials, suits, sarees, garments of men, women and children including sportswear, active wear, daily wears, fashion wears, party wears wearing apparels purses, belts, wallets, and other allied good made from cotton, silk, synthetics, jute, velvet, woolen, leather, rexine or with any combination thereof and to participate in local, national and international trade fairs, sales exhibitions, seminars, fashion shows or any other sales promotion scheme.

B. Significant Accounting Policies: -

1. Compliance with Indian Accounting Standards: -

The consolidated financial statements are prepared in accordance with the IND AS as prescribed under section 133 of The Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules 2015 and other relevant provision of this Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act, 2013.

The consolidated financial statements have been prepared on a Historical cost basis except for certain financial assets and liabilities that are measured at fair values.

1.1 Basis of Consolidation

Investments in subsidiary: - The Company is able to exercise control over the operating decisions of the investee company, resulting in variable returns to the Company, and accordingly, the same has been classified as investment in subsidiary and line by line by consolidation has been carried under the principles of consolidation. The Consolidated financial statements of the Company have been prepared on the following basis:

- a. The financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31 March 2024.
- b. The financial statements of the Company and its subsidiary have been combined on a line by- line basis by adding together like items of asset, liabilities, income and expenses, after eliminating intra-Company balances, intra-Company transactions and resulting unrealized profit or losses, unless cost cannot be recovered.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared to the extent possible, for all significant matters in the same manner as the Company's separate financial statements.

Non-controlling interests (NCI): - NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Company's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions

CONSOLIDATED FINANCIAL STATEMENT FY 2023-24

2. Use of estimates and judgments: -

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosure and the disclosure of contingent liabilities. Uncertainty about these estimates and assumptions could result in outcomes that requires material adjustments to the carrying amount of the assets and liabilities in future period/s.

These estimates and assumptions are based on the facts and events, that existed as at the date of Statement of Financial Position, or that occurred after that date but provide additional evidence about conditions existing as at the Statement of Financial Position date.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

I. Useful lives of Property, Plant and Equipment

The Property, Plant and Equipment are depreciated, on written down value basis in the case of other assets, over their respective useful lives. Management estimates the useful lives of these assets as detailed in Point 10. Changes in the expected level of usage, technological developments, level of wear and tear could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised and could have an impact on the profit/loss in future years.

II. Retirement benefit obligation

The cost of retirement benefits and present value of the retirement benefit obligations in respect of Gratuity is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, these retirement benefit obligations are sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of Government Bonds with a tenure similar to the expected working lifetime of the employees. The mortality rate is based on publicly available mortality table for the specific countries.

III. Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

3. Functional and presentation currency: -

The financial statements are prepared in Indian Rupees ('Rs.'), which is the Company's functional and presentation currency. All financial information presented in Indian Rupees has been rounded to the lakhs with nearest two decimal places, unless stated otherwise.

4. Current versus non-current classification: -

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is classified as current when it is: -

CONSOLIDATED FINANCIAL STATEMENT FY 2023-24

- expected to be realized, or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realized within 12 months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it is:

- expected to be settled in the normal operating cycle,
- held primarily for the purpose of trading,
- due to be settled within 12 months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Operating Cycle:

The operating cycle is the time between acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

5. Revenue Recognition: -

Revenue has been recognised as per IND AS 18- Revenue Recognition issued by Central Government of India under the supervision and control of Accounting Standards Board (ASB) of Institute of Chartered Accountants of India. Revenue from sale of goods is recognized when significant risk and rewards of ownership of the goods have been passed to the buyer and it is reasonable to expect ultimate collection. Sale of goods is recognized net of GST and other taxes as the same is recovered from customers and passed on to the government

6. Taxes on Income: -

Tax expense for the year comprises of Current Tax and Deferred Tax.

a) Current Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the tax regime inserted by the Taxation Laws (Amendment) Act, 2019 in the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

b) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

For detailed breakup of current year deferred tax refer to sub note 7. (Notes to the accounts)

7. Provisions and Contingent Liability: -

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a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b) Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising because of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

For detailed contingent assets and liabilities refer to note 32. (Notes to the accounts)

8. Tangible Assets & Capital Work-In-Progress: -

Tangible Assets are stated at cost less Depreciation. Cost includes taxes, duties, freight and other incidental expenses related to acquisition, improvements and installation of the assets.

10. Property, Plant & Equipment (PPE): -

Property, Plant & Equipment, except the land, which is carried at its fair value, are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation, and impairment loss, if any. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are added to the existing asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation on property, plant & equipment is provided on pro-rata basis, on written down value basis in the case of Plant & Machinery, Buildings and Data Processing Equipment, over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. The asset's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required. The useful lives in the following cases are different from those prescribed in Schedule II of the Companies Act, 2013. The Useful Life of Various assets are mentioned in the Chart below.

Class of Assets	Useful Life as per Schedule II	Useful Life as per Group
Computer	3 years	3 Years
Furniture & Fixtures	10 Years	10 Years
Office Equipment	5 Years	5 Years
Plant and Equipment	15 Years	15 Years
Vehicles	10 Years	10 Years
Motor Car	8 Years	8 years

11. Financial Instruments: -

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity

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instrument of another entity.

1) Financial Assets

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

a) Initial recognition and measurement

At initial recognition, all financial assets are recognized at its fair value, in the case of a financial asset not carried at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

b) Classification and subsequent measurement

For subsequent measurement, financial assets are classified in the following categories:

- I. Financial assets measured at amortized cost.
- II. Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- III. Financial assets measured at fair value through profit and loss (FVTPL)

Where financial assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit and loss), or recognized in other comprehensive income (i.e. fair value through Other Comprehensive Income).

The classification of financial assets depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition.

I. Financial assets measured at amortized cost:

A financial asset is measured at amortized cost if both the following conditions are met:

- **Business Model Test:** The objective of the business model is to hold financial asset in order to collect contractual cash flows (rather than to sell the asset prior to its financial maturity to realize its fair value changes); and
- **Cash Flow Characteristics Test:** Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial asset is subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit or loss. This category generally applies to trade receivables, deposits with banks, security deposits, investment in debt instruments, cash and cash equivalents and employee loans, etc.

II. Financial instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI):

A financial instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- **Business Model Test:** The objective of the business model is achieved by both collecting contractual cash flows and selling financial assets; and
- **Cash Flow Characteristics Test:** The Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on principal amount outstanding.

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Financial instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value. Fair value movements are recognized in Other Comprehensive Income (OCI) except for the recognition of interest income, impairment gains and losses and foreign exchange gain and losses which are recognized in the Statement of Profit and Loss. This category generally applies to non-current investments in un-quoted equity instruments.

III. Financial instruments measured at Fair Value Through Profit and Loss (FVTPL)

Fair Value Through Profit and Loss is a residual category. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or fair value through other comprehensive income is classified as FVTPL. Financial instruments included in FVTPL category are measured initially as well as at each reporting period at fair value. Fair value movements i.e., gain or loss and interest income are recorded in Statement of Comprehensive Income.

a. Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial Assets measured at amortized cost.
- Financial Assets measured at FVTOCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- the 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Financial assets that are debt instruments, and are measured at amortized cost i.e. trade receivables, deposits with banks, security deposits and employee loans etc.
- Financial assets that are debt instruments and are measured at FVTOCI. The Company as at the Balance Sheet date is not having any such instruments.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The trade receivables are initially recognized at the sale/recoverable value and are assessed at each Balance Sheet date for collectability. Trade receivables are classified as current assets, if collection is expected within twelve months as at Balance Sheet date, if not, they are classified under non-current assets.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months (Expected Credit Loss) ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on timely basis.

b. Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's Balance Sheet date) when:

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- a) The rights to receive cash flows from the asset have been expired/transferred, or
- b) The Company retains the contractual right to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has substantially transferred all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. When the Company has not transferred substantially all the risks and rewards of ownership of a financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. When the entity retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

2) Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

a) Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include loans, borrowings, trade payables, security deposits and other payables etc.

b) Subsequent measurement

All the financial liabilities after initial recognition at fair value, are subsequently measured at amortized cost using EIR method. Amortized cost is calculated by considering any discount or premium on acquisition and costs or fee that is an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

c) Financial Guarantee Contract

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

d) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

e) Offsetting of financial instruments:

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet, if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

12. Earnings per Share: -

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. The numbers of equity shares are adjusted retrospectively for all periods

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presented.

The Calculation of Weighted Average Number of Equity Shares for Earning per share is described below: -

Particulars	Current Year			Previous Year		
	No. Of Shares outstanding	No. Of Days outstanding	Weighted average number of Shares	No. Of Shares Outstanding	No. Of Days outstanding	Weighted average number of Shares
Number of Shares outstanding at the Beginning of the year	11433950	365	11433950	10033950	365	10033950
By way of Bonus Issue	-	-	-	-	-	-
Issue through preferential allotment	-	-	-	1400000	107	410411
Conversion of Equity Share warrants into Equity	50000	109	14891	-	-	-
Total Shares outstanding at the end of the year	11483950	-	11448841	11433950	-	10444361

The Calculation of Weighted Average Number of Equity Shares for Restated Earnings per share described below: -

Particulars	Current Year			Previous Year		
	No. of Shares outstanding	No. Of Days outstanding	Weighted average number of Shares	No. Of Shares Outstanding	No. Of Days outstanding	Weighted average number of Shares
Number of Shares outstanding at the Beginning of the year	11433950	365	11433950	10033950	365	10033950
By way of Bonus Issue	-	-	-	-	-	-
Issue through preferential allotment	-	-	-	1400000	107	410411
Conversion of Equity Share warrants into Equity	50000	109	14891	-	-	-

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Total Shares outstanding at the end of the year	11483950	-	11448841	11433950	-	10444361
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13. Investments: -

Non-Current/ Long-term Investments are stated at fair value as per IND AS 32 and 109 except investment in subsidiaries are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Investments are either classified as current or non-current based on management's intention. Long Term Investments includes investment made in the share capital of Subsidiary Company which are carried at cost.

14. Foreign Currency Transactions: -

a. Initial recognition

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction.

b. Measurement of foreign currency monetary items at Balance Sheet date

Foreign currency monetary items (other than derivative contracts) as at Balance Sheet date are restated at the year End rates.

c. Exchange difference

Exchange differences arising on settlement of monetary items are recognized as income or expense in the period in which they arise.

Exchange difference arising on restatement of foreign currency monetary items as at the year End being difference between exchange rate prevailing on initial recognition/subsequent restatement on reporting date and as at current reporting date is adjusted in the Statement of Profit & Loss for the respective year.

Any expense incurred in respect of Forward contracts entered into for the purpose of hedging is charged to the Statement of Profit and loss.

15. Inventories -

The Inventories are carried in the Balance Sheet as follows:

- A. Raw materials and stores & spares: At lower of cost and net realizable Value
- B. Finished goods and stock-in-process: At lower of cost, and net realizable value. Cost includes cost of inputs, conversion costs and other costs incurred in bringing finished goods and stock-in-process, to their present location and condition.

The net-realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make sale.

16 Duty Drawback: -

Duty Drawback is recorded on Receipt basis. Management is not able to estimate the amount of Claim receivable, therefore the duty drawback is recorded on receipt basis rather than on Accrual basis.

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17. Prior Period Expenses: -

Prior Period Expenses for previous years have been expensed out during the current year and it is disallowed as per Income Tax Act.

18. Management Remuneration: -

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been provided in the below mentioned table: -

A. Remuneration to Managing Director, WTD and / or Manager:

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		MD	WTD	
1.	Gross Salary	50.40	32.40	82.80
	a) Salary as per Provisions contained in section 17(1) of the Income Tax Act,1961.			
	b) Value of perquisites u/s 17 (2) of Income Tax Act,1961			
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2.	Stock option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Any other Benefits	-	-	-
	Total	50.40	32.40	82.80
	Ceiling as per Schedule V of the Companies Act on the account of			82.80

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The remuneration is paid as per limits sets out in Section II Part A of Schedule V in case of no profit or inadequate profit and as per resolution passed in the General meeting of the members.

B. Remuneration to key managerial personnel other than MD / Manager/ WTD: -

Sr. No.	Particulars of Remuneration	Name of Managerial Person other than MD / WTD / Manager			Total Amount
		CEO	CFO	CS	
1.	Gross Salary	-	3.60	9.90	13.50
	a) Salary as per Provisions contained in section 17(1) of the Income Tax Act,1961.				
	b) Value of perquisites u/s 17 (2) of Income Tax Act,1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2.	Stock option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	Any other Benefits	-	-	-	-
	Total	0.00	3.60	9.90	13.50

19. Cash and Cash Equivalents: -

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, fixed deposits with banks which are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

20. Segment Reporting: -

The activities of the company are such that the According to IND AS-108 “Operating Segment”: is not applicable in the company.

21. Lease: -

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. The Company allocates the consideration in the contract to the lease based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include net present value of the following lease payments:

- Fixed payments (including in substance fixed payments), less any lease incentives receivable,
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- Amounts expected to be payable by the Company under residual value guarantees,
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

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The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for lease in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in similar economic environment with similar terms, security, and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability,
- Any lease payments made at or before the commencement date less any lease incentives received,
- Any initial direct costs, and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of twelve months or less.

22. Impairment of Non-Financial Assets: -

The Company assesses at each reporting date, using external and internal sources, whether there is an indication that a non-financial asset may be impaired and whether there is an indication of reversal of impairment loss recognised in the previous period/s. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying value of an asset exceeds its recoverable amount.

The recoverable amount is determined:

- in the case of an individual asset, at the higher of the asset's fair value less cost of sell and value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of the cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that effects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

23. Employee Benefits: -

a. Short Term Employee Benefits

All Employee benefits payable within twelve months of rendering the services are classified as short-term benefits. Such benefits include salaries, wages, bonus, awards, ex-gratia etc. and the same are recognized in the period in which the employee renders the related services.

b. Defined contribution plan:

The Company's approved provident fund scheme, pension scheme, employees' state insurance scheme, and employees' superannuation scheme are defined contribution plans. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

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c. Defined Benefit Plan

The employees' Gratuity fund scheme is the Company's defined benefit plan and is partly funded / managed by a Trust. The liability with respect to gratuity is determined based on the actuarial valuation on projected unit credit method as at the balance sheet date. The difference, if any, between the actuarial valuation and the balance of the funds maintained by the Trust, is provided for as liability / assets in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

d. Other Long-Term Benefit

The liability towards encashment of the employees' long term compensated absences, which are partly en-cashable during the service period and balance at the time of retirement / separation of the employees is determined based on the actuarial valuation on projected unit credit method as at the balance sheet date. Re-measurement, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

C. Others Accounting Policies

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements / information may not necessarily be same as those appearing in the respective audited financial statements for the previous year.
2. The Micro Small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006 have been taken based on the list of MSME creditors provided by the management. However, as the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.
3. Unsecured loans, advances from customers, advances recoverable in cash or in kind, investments and various other parties are subject to confirmations.
4. Cash Balance is taken as valued & certified by management and bank balances are taken as per bank reconciliation.

A. Equity Share Capital
(Rs. In Lakhs)

Particulars	Number of Shares	Amount
As at March 31st, 2022	10,033,950	1,003.40
Changes in Equity Share Capital	1,400,000	140.00
As at March 31st, 2023	11,433,950	1,143.40
Changes in Equity Share Capital	50,000	5.00
As at March 31st, 2024	11,483,950	1,148.40

B. Other Equity

	Reserve and Surplus		Retained Earning	Other item of OCI	Equity sharewarrants	Total
As at March 31st, 2022	5.00	126.00	434.48	10.42	-	575.90
Total Comprehensive Income for the period	-	-	10.98	-	-	10.98
Transition Adjustment for the fair Value change of Investement	-	-	-	5.48	-	5.48
Equity share warrants issued during the year	-	-	-	-	197.50	197.50
Add: Remeasurement gains/(losses) on defined benefit plan	-	966.00	-	0.37	-	966.37
As at March 31st, 2023	5.00	1,092.00	445.47	15.90	197.50	1,756.23
Total Comprehensive Income for the period	-	-	54.60	-	-	54.60
Transition Adjustment for the fair Value change of Investment	-	-	-	1.21	-	1.21
Equity share warrants converted into equity shares during the year	-	-	-	-	(9.88)	(9.88)
Add: Remeasurement gains/(losses) on defined benefit plan	-	34.50	-	1.64	-	36.14
As at March 31st, 2024	5.00	1,126.50	500.07	17.10	(9.88)	1,838.30

Notes 2.1 Property, Plant and Equipment

Particulars	Gross Carrying Amount				Depreciation/ Amortization				Net Carrying Amount	
	As at April 01st, 2023	Addition During the Year	Disposals / Adjustments	Balance as at 31st Mar, 2024	As at April 01st, 2023	Depreciation / amortisation expense for the year	Disposals / Adjustments	Balance as at 31st Mar, 2024	Balance as at 31st Mar, 2024	Balance as at 31st March, 2023
A. Tangible Assets										
(a) Plant and Equipment										
Owned	122.35	0.79	20.59	102.56	59.11	9.94	12.61	56.43	46.12	63.25
(b) Furniture and Fixtures	-	-	-	-	-	-	-	-	-	-
Owned	119.50	80.46	0.20	199.76	65.98	18.45	0.03	84.40	115.36	53.52
(c) Office equipment	-	-	-	-	-	-	-	-	-	-
Owned	70.31	4.66	-	74.97	53.01	7.17	-	60.18	14.79	17.30
(d) Computer	-	-	-	-	-	-	-	-	-	-
Owned	25.89	5.30	-	31.19	22.96	3.68	-	26.64	4.55	2.93
(e) Vehicles	-	-	-	-	-	-	-	-	-	-
Owned	102.07	-	-	102.07	42.37	18.64	-	61.01	41.06	59.70
Total	440.12	91.21	20.79	510.54	243.42	57.88	12.65	288.66	221.88	196.69
B. Intangible Assets										
Software	11.36	3.11	-	14.46	3.62	1.01	-	4.63	9.84	7.74
Goodwill	0.83	-	-	0.83	0.41	0.04	-	0.45	0.39	0.43
Total B	12.19	3.11	-	15.30	4.02	1.05	-	5.07	10.22	8.17
Grand Total A+B	452.31	94.31	20.79	525.84	247.45	58.93	12.65	293.73	232.10	204.86

Particulars	As at April 01st, 2023	Addition During the Year	Disposals/ Adjustments	Depreciation	Balance as at 31st Mar, 2024
Building under lease	440.29	491.43	(41.94)	(131.42)	758.36
Total	440.29	491.43	(41.94)	(131.42)	758.36

Particulars	As at April 01st, 2022	Addition During the Year	Disposals/ Adjustments	Depreciation	Balance as at 31st Mar, 2023
Building under lease	372.97	302.27	(117.26)	(117.69)	440.29
Total	372.97	302.27	(117.26)	(117.69)	440.29

NANDANI CREATION LIMITED
Notes Forming part of Financial Statements

Note No. 3 Trade receivables (Non Current)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Trade receivables (Refer Note (1) below)		
Trade Receivable considered good- Secured		
Trade Receivable considered good- UnSecured	8.88	4.46
Trade Receivable which have significant increase in Credit Risk	-	-
Trade Receivables -Credit Impaired	-	-
	8.88	4.46
Less: Provision for doubtful trade receivables		
	8.88	4.46
Total	8.88	4.46

Note 3.1: Trade receivables include debts due from:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Directors		
Other officers of the Company		
Firms in which any director is a partner		
Private companies in which any director is a director or member		
	-	-

Note No. 4 Other Financial asset (Non Current)

Particulars	As at 31 March, 2024	As at 31 March, 2023
1. Security deposits	61.53	39.08
Less: Allowance for doubtful loans		
	61.53	39.08
2.Balances with government authorities Unsecured, considered good		
	-	-
3. Balance with revenue authorities (i)Tax Deducted at Source/Advance Tax	0.30	0.30
	0.30	0.30
4. Prepaid expenses- Unsecured, considered good (For e.g. Insurance premium, Annual maintenance contracts, etc.)		
	-	-
5. Bank Depsits having more than 12 Months Maturity Less: Allowance for doubtful loans	6.09	5.75
	6.09	5.75
Total	67.92	45.12

Note No. 6 Other Financial asset (Non Current)

Particulars	As at 31 March, 2024	As at 31 March, 2023
1. Others Preferential allotment	64.87	82.36
Total	64.87	82.36

NANDANI CREATION LIMITED

Notes Forming part of Financial Statements Note no. 5

Deferred tax Assets (Net)

Component of Deferred Tax Asset	As at 31 March, 2024	As at 31 March, 2023
WDV as per Income Tax Act	308.69	266.68
WDV as per Company Law	232.10	204.86
Difference in written down value as per Companies Act and Income Tax Act	76.58	61.82
Opening value of Investment at fair Value	8.67	5.96
Fair Value of Investment as per IND AS	9.42	7.24
Difference in value as per Companies Act and Income Tax Act	(0.75)	(1.27)
Value of Secured borrowing as opening balance GAAP restated	422.55	420.71
Value of Secured borrowing as per IND AS closing balance	418.62	419.56
Difference in value as per Companies Act and Income Tax Act	3.92	1.15
Value of lease Liability as per IND AS	875.73	525.84
Value of lease asset as per IND AS	737.04	440.29
Difference in lease assets and liability	138.68	85.55
Closing balance of provision for gratuity	27.30	22.53
	27.30	22.53
Grand Total	245.74	169.78
Tax rate @ 25.168%	61.85	42.73
Opening balance DTA	42.73	29.81
(Increase)/Decrease	19.12	12.92

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note 8 Current investments

Particulars	As at 31 March, 2024			As at 31 March, 2023		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments :						
(a) Investment in equity instruments						
Raghav Productivity Limited						
(Equity shares face value Rs. 10 each						
Jash Engineering Limited						
(Equity shares face value Rs. 10 each	2.54		2.54	1.26		1.26
(b) Investment in preference shares						
(c) Investment in debentures or bonds						
(d) Other investments						
Sovering Gold Bond Scheme 2017-18	6.88		6.88	5.98		5.98
(Interest rate @2.5% every half year ended)						
Total - investments	9.42	-	9.42	7.24	-	7.24
Less: Provision for diminution in value of investments						
Total			9.42			7.24
Aggregate market value of listed and quoted investments	9.42			7.24		
Aggregate value of listed but not quoted investments						
Aggregate amount of unquoted investments	-	-		-	-	

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note No. 7 Inventories

Particulars	As at 31 March, 2024	As at 31 March, 2023
a) Raw Material	198.47	362.87
b) Finished Goods	2,471.33	1,952.03
c) Stock of Consumables and packing Material	37.06	-
d) WIP	114.65	143.60
Total	2,821.51	2,458.50

Note No. 7.1 Valuation of Inventories

Raw Materials have been valued at cost

Finished Goods have been lower of cost or net realizable Value

Note No. 9 Trade receivables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Trade receivables (Refer Note (1) below)		
Trade Receivable considered good-	-	-
Secured Trade Receivable considered good-	2,188.79	735.03
UnSecured		
Trade Receivable which have significant increase in Credit Risk		
Trade Receivables -Credit Impaired		
	2,188.79	735.03
Less: Provision for doubtful trade receivables	2,188.79	735.03
Total	2,188.79	735.03

Note 9.1: Trade receivables include debts due from:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Directors	-	-
Other officers of the Company	-	-
Firms in which any director is a partner	-	-
Private companies in which any director is a director or member	-	-
	-	-

Note No. 10 Cash and cash equivalents

Particulars	As at 31 March, 2024	As at 31 March, 2023
(i) Cash on hand	23.56	11.87
(ii) Balances with Banks	-	-
(i) In current accounts	2.13	339.18
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months		
(iv) In earmarked accounts (give details)		
(iii) Cheques on hand		
Total	25.70	351.05

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note No. 11 Other Financial Asset

Particulars	As at 31 March, 2024	As at 31 March, 2023
1.Balances with government authorities		
Unsecured, considered good	286.26	357.76
	286.26	357.76
2. Prepaid expenses- Unsecured, considered good (For e.g. Insurance premium, Annual maintenance contracts, etc.)	71.38	46.25
	71.38	46.25
3. Other (Advance recoverable in cash or kind)		
Unsecured, considered good (Note. 11.1)	376.81	39.00
Doubtful		
Less: Provision for other doubtful loans and advances		
	376.81	39.00
Total	734.45	443.01
Note. 11.1		
Considered good	376.81	39.00
Considered doubtful, provided:		
Loans to other body corporate		
Loans to related parties		

NANDANI CREATION LIMITED
Notes forming part of the financial
statements

Note 9.2 Trade Receivable Ageing schedule

Particulars	Outstanding for following periods from due date of payment					As at 31 March, 2024
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	2,132.18	24.82	31.79	-	8.88	2,197.67
(ii) Undisputed Trade Receivable-which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable-credit impaired						-
(iv) Disputed Trade Receivable-considered good						-
(v) Disputed Trade Receivable-which have significant increase in credit risk						-
(vi) Disputed Trade Receivable-credit impaired						-
Total	2,132.18	24.82	31.79	-	8.88	2,197.67

Particulars	Outstanding for following periods from due date of payment					As at 31 March, 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	661.32	73.72	1.06	-	3.40	739.49
(ii) Undisputed Trade Receivable-which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable-credit impaired						-
(iv) Disputed Trade Receivable-considered good						-
(v) Disputed Trade Receivable-which have significant increase in credit risk						-
(vi) Disputed Trade Receivable-credit impaired						-
Total	661.32	73.72	1.06	-	3.40	739.49

NANDANI CREATION LIMITED

Notes forming part of the financial statements Note No.

12 Share capital

Particulars	As at 31 March,2024		As at 31 March,2023	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
(a) Authorised Equity shares of Rs.10/- each with voting rights	13,000,000	1,300.00	13,000,000	1,300.00
(b) Issued Equity shares of` Rs.10/- each with voting rights	11,483,950	1,148.40	11,433,950	1,143.40
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	11,483,950	1,148.40	11,433,950	1,143.40
	11,483,950	1,148.40	11,433,950	1,143.40
Refer Notes (i) to (v) below				
Total	11,483,950	1,148.40	11,433,950	1,143.40

Note (i) Reconciliation of of number of Equity Share outstanding

Particulars	As at 31 March,2024		As at 31 March,2023	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
At the Beginning of the year	11,433,950	1,143.40	10,033,950	1,003.40
Add:Shares issued through allotment Bonus Add:Shares issued through consideration other than cash	-	-	-	-
Add: Share issued through Prefential allotment/ conversion of share warrant	50,000	5.00	1,400,000	140.00
Outstanding at the end of the period	11,483,950	1,148.40	11,433,950	1,143.40

NANDANI CREATION LIMITED**Notes forming part of the financial statements****Note (ii) Shareholders holding more than 5% of the Equity share in the company**

Name of the Shareholders	As at 31 March,2024		As at 31 March,2023	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
Mr Anuj Mundhra	3,258,125	325.81	3,258,125	325.81
Mrs Vandana Mundhra	1,540,975	154.10	1,540,975	154.10
Mrs Sunita Devi Mundhra	1,003,250	100.33	1,003,250	100.33
	5,802,350	580.24	5,802,350	580.24

Note (iii) Shareholding of Promoters

Name of Promoter	Number of shares	% of total shares	% Change during the year
Mr Anuj Mundhra	3,258,125	28.50%	0.00%
Mrs Vandana Mundhra	1,540,975	13.48%	0.00%
Mrs Sunita Devi Mundhra	1,003,250	8.77%	0.00%

Note (iv) Buildup of Share Capital**A. Equity Share capital**

Financial Year	Number of Shares allotted without payment being received in cash	Number of Share allotted via Bonus	No of Shares acquired under Buyback of Shares
2023-2024	50,000	-	-
2022-2023	1,400,000	-	-
2021-2022	-	-	-
2020-2021	1,800,000	-	-
2019-2020	860,000	4,424,370	-

Note (v) Rights, preferences and restrictions attached to the equity shares

The Equity of the company having par value of Rs.10/- per share, rank pari passu in all respects including voting rights and entitlement to dividend.

NANDANI CREATION LIMITED
Notes forming part of the financial
statements

Note no. 13 Other Equity

Particulars	Reserves and Surplus					Total
	Retained Earnings	General Reserve	Securities Premium	Other Reserve	Share warrants	
Balance as at March 31, 2022	444.90	5.00	126.00	-	-	575.90
Add: Profit for the period	16.83					16.83
Equity share warrants issued during the year					197.50	197.50
Add: Equity share premium			966.00	-		966.00
Balance as at March 31, 2023	461.73	5.00	1,092.00	-	197.50	1,756.23
Add: Profit for the period	57.45					57.45
Equity share warrants conversion into equity during the year					(9.88)	(9.88)
Add: Equity share premium			34.50	-		34.50
Balance as at March 31, 2024	519.18	5.00	1,126.50	-	187.63	1,838.30

14 Long-term borrowings

Particulars	As at 31 March, 2024	As at 31 March, 2023
A. Term loans		
Secured		
a. From banks		
1) HDFC Bank Limited	29.78	53.53
2) Axis Bank Limited (E.C.L.G.S.)	-	1.92
Unsecured		
a. From NBFC and other financial institutions (Refer note no. 14.2(i) for current maturity)	104.91	84.83
Total (A)	134.69	140.28
B. Loans and advances from related parties		
Unsecured Loan (Refer note no. 31)		
Directors and Relatives	574.99	1.53
Total (B)	574.99	1.53
C. Loans and Advances From Other Parties		
Others		
Total (C)	-	-
Total (A+B+C)	709.68	141.81
D. Lease Liabilities (Refer note no. 14.2(ii) for current maturity)	775.57	453.75
Total (A+B+C+D)	1,485.25	595.56

Notes: 14.1

(i) Details of Long-term borrowings guaranteed by some of the directors or others:

Note 14.2 Additional information to Secured/Unsecured long term borrowings

i) The long term portion of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under the short term borrowings as per the disclosure requirements of the Division II of Schedule III.

ii) The long term portion of lease liability are shown under long term borrowings and the current maturities of the lease liability are shown under the other liabilities as per the disclosure requirements of the Division II of Schedule III.

Note 14.3 Details of securities and Terms of repayment

I. Secured

(A). Term Loans

Particulars	As at 31 March, 2024	As at 31 March, 2023
Loans repayable on demand from banks	29.78	55.45
Loans repayable on demand from other parties	104.91	84.83
Loans and advances from related parties	574.99	1.53
Other loans and advances	-	-
Total	709.68	141.81

a). From Banks

1. HDFC Bank Limited

Secured by hypothecation of Volvo car as specified in the schedule annexure to the loan agreement executed on 19.05.2022. The loan is repayable in 60 monthly installments of amount of Rs. 124,249/- and The period of maturity w.r.t balance sheet date is 40 months.

2. Axis Bank Limited

Secured by hypothecation of Maruti suzuki Baleno car as specified in the schedule annexure to the loan agreement executed on 29.12.2018. The loan is repayable in 60 monthly installments of Rs.9,297/- each. The company paid full amount of outstanding loan during the year.

3. Axis Bank Limited (E.C.L.G.S)

Secured by extension of charge / security interest in relation to all assets which is currently secured to the bank for cash credit facility on a second ranking basis as specified in the schedule annexure to the loan agreement executed on 15.07.2020. The Tenure of the loan is 4 years including 12 months of moratorium and the repayment will begin post moratorium of 12 months from first disbursement. The loan is repayable in 35 monthly installments of Rs.63,800/- each and Rs. 67,000/- for 36th installement .The period of maturity w.r.t balance sheet date is 3 months.

4. Kotak Mahindra Bank (E.C.L.G.S)

Secured by hypothecation of Light motor vehicle as specified in the schedule annexure to the loan agreement executed on 21.10.2021. The loan is repayable in 24 monthly installments of Rs. 30,530/- each. The company paid full amount of outstanding loan during the year.

b) From other financial institutions

1. SIDBI

Company has taken loan amount of Rs. 40.00 Lakhs (Including Fixed Deposit amount of Rs. 5.00 lakhs) from SIDBI. Secured by hypothecation of all equipment, plants, machineries, and other assets of company acquired from the assistance sanctioned by SIDBI. The loan agreement executed on 29.06.2020 and repayment shall commence from 10.01.2021 with 54 monthly installments, for 53 months amount of Rs. 74,000 and for last month is Rs. 78,000. The period of maturity w.r.t balance sheet date is 17 months.

II. Unsecured

(A) From NBFC and other financial institutions

1. Aditya Birla Finance Limited

Company has taken Loan from Aditya Birla Finance Limited amounting of Rs. 75 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00% pa. The Loans is sanctioned for 36 months. The repayment shall commence from 05.09.2022 in 36 monthly installment of Rs. 2,65,533. The period of maturity w.r.t balance sheet date is 17 months.

2. Ambit Finvest Private Limited

Company has taken Loan from Ambit Finvest Private Limited amounting as for Rs. 25 Lakhs which is used to augment net working capital. The Loans carries ROI of 18.00%. The Loans is sanctioned for 12 months. The repayment shall commence from 05.03.2022 in 12 monthly installment of Rs. 2,29,200. The loan amount is fully paid during the previous year.

3. Axis Finance Limited

Company has taken Loan from Axis Finance Limited amounting as for Rs. 23.08 Lakhs which is used to augment net working capital. The Loans carries ROI of 15.65%. The Loans is sanctioned for 36 months. The repayment shall commence from 05.03.2022 in 36 monthly installment of Rs. 82,303. The period of maturity w.r.t balance sheet date is 11 months.

4. Cholamandalam Investment and finance company limited

Company has taken Loan from Clix Capital Services Private Limited amounting as for Rs. 35.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 36 months. The repayment shall commence from 05.10.2023 in 36 monthly installment of Rs. 123,916. The period of maturity w.r.t balance sheet date is 30 months.

5. Clix Capital Services Private Limited

Company has taken Loan from Clix Capital Services Private Limited amounting as for Rs. 50.25 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 31 months with 4 months moratorium. The repayment shall commence from 02.09.2022 in 36 monthly installment of Rs. 179,160. The period of maturity w.r.t balance sheet date is 30 months.

6. Fedbank Financial Services Limited

Company has taken Loan from Fedbank Financial Services Limited amounting as for Rs. 30.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 02.03.2022 in 24 monthly installment of Rs. 148,327. the loan amount fully paid during the previous year.

7. Growth Source Financial Technologies Private Limited

Company has taken Loan from Growth Source Financial Technologies Private Limited amounting as for Rs. 30.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 18 months. The repayment shall commence from 05.11.2023 in 30 monthly installment of Rs. 189,280. The period of maturity w.r.t balance sheet date is 13 months.

8. Hero Fincorp Limited

Company has taken Loan from Hero Fincorp Limited amounting as for Rs. 25.30 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 36 months. The repayment shall commence from 03.03.2022 in 36 monthly installment of Rs. 90,184. The period of maturity w.r.t balance sheet date is 11 months.

9. ICICI Bank Limited

Company has taken Loan from ICICI Bank Limited amounting as for Rs. 50.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 36 months. The repayment shall commence from 05.11.2023 in 36 monthly installment of Rs. 1,78,543. The period of maturity w.r.t balance sheet date is 31 months.

10. IDFC First Bank Limited

Company has taken Loan from IDFC First Bank Limited amounting as for Rs. 35.91 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 40 months. The repayment shall commence from 02.01.2020 in 40 monthly installments of Rs. 1,23,916. The loan amount is fully paid during the previous year.

11. Kotak Mahindra Bank Limited

Company has taken Loan from Kotak Mahindra Bank Limited amounting as for Rs. 40.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 10.02.2022 in 24 monthly installments of Rs. 1,97,193. The loan amount is fully paid during the previous year.

12. Oxyzo Financial Services Private Limited

Company has taken Loan from Oxyzo Financial Services Private Limited amounting as for Rs. 75.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 05.03.2022 in 24 monthly installment of Rs. 3,70,817. The loan amount fully paid during the previous year.

13. Tata Capital Financial Services Limited

Company has taken Loan from Tata Capital Financial Services Limited amounting as for Rs. 30.00 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 24 months. The repayment shall commence from 05.11.2023 in 24 monthly installment of Rs. 1,47,607. The period of maturity w.r.t balance sheet date is 19 months.

14. Tata Capital Financial Services Limited

Company has taken Loan from Tata Capital Financial Services Limited amounting as for Rs. 36.99 Lakhs which is used to augment net working capital. The Loans carries ROI of 17.00%. The Loans is sanctioned for 43 months with 4 months moratorium (from 05.05.2020 to 05.08.2020). The repayment shall commence from 05.02.2020 in 43 monthly installment of Rs. 1,25,141. The loan amount fully paid during the previous year.

15. Unity Small Finance Bank Limited

Company has taken Loan from Unity Small Finance Bank Limited amounting as for Rs. 40.21 Lakhs which is used to augment net working capital. The Loans carries ROI of 18.00%. The Loans is sanctioned for 24 months. The repayment shall commence from 04.03.2022 in 24 monthly installment of Rs. 2,00,722. The loan amount fully paid during the previous year.

16. Unity Small Finance Bank Limited

Company has taken Loan from Unity Small Finance Bank Limited amounting as for Rs. 40.80 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 24 months. The repayment shall commence from 04.10.2023 in 24 monthly installment of Rs. 2,00,746. The period of maturity w.r.t balance sheet date is 18 months.

17. KISETSU Saison Finance India Private Limited

Company has taken Loan from KISETSU Saison Finance India Private Limited amounting as for Rs. 40.80 Lakhs which is used to augment net working capital. The Loans carries ROI of 16.50%. The Loans is sanctioned for 24 months. The repayment shall commence from 04.10.2023 in 24 monthly installment of Rs. 2,00,746. The period of maturity w.r.t balance sheet date is 18 months.

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note No. 15 Trade Payable

Particulars	As at 31 March, 2024	As at 31 March, 2023
Non-Current Liabilities		
(I) Trade Payable		
(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1.35	3.48
Total	1.35	3.48

Note No. 16 Other Financial Liabilities

Non-Current Liabilities	As at 31 March, 2024	As at 31 March, 2023
(a) Security Deposits	34.62	-
Total	34.62	-

Note No. 17 Non Current Provisions

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Provisions for Employee Benefits		
Provision for gratuity	20.98	16.97
(b) Others		
Total	20.98	16.97

Note (i). The company has done actuarial valuation of gratuity fund in accordance with IND AS-19 and the liability has been provided in the books as per actuarial valuation certificate.

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Projected Benefit Obligation	27.30	22.53
Funding Status	Unfunded	Unfunded
Fund Balance	N.A.	N.A.
Current Liability	6.32	5.57
Non-Current Liability	20.98	16.97

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Demographic Assumption:		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Retirement Age	60 Years	60 Years
Attrition Rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	5% at younger ages and reducing to 1% at older ages according to graduated scale
Financial Assumption:		
Salary Escalation Rate	7% p.a.	7% p.a.
Discount Rate	6.80% p.a (Yield of Government Bond referenced on Valuation Date)	6.80% p.a (Yield of Government Bond referenced on Valuation Date)

NANDANI CREATION LIMITED
Notes forming part of the financial statements
Note 18 Short-term borrowings

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Loans repayable on demand (refer note (i) below)		
From banks		
Secured	810.46	554.21
Unsecured	-	-
	-	-
(b) Current maturities of long-term borrowing	250.86	288.86
	1,061.31	843.07

Notes:

(i) Details of security for the secured short-term borrowings:

Particulars	As at 31 March, 2024	As at 31 March, 2023
<u>Loans repayable on demand</u>		
<u>from banks:</u>		
a) Axis Bank Limited Cash credit account		
Nature of Security- The Cash Credit Limit is secured on HYP of all current assets of the Company and under the CGTSME Scheme. Further personal guarantee of Vandana Mundra, Anuj Mundra, Sunita Devi mundra and Dwaraka Das Mundra. The Application rate of interest on CC Limit is 11.60%p.a. (Base rate 3mmclr+3.00%)	133.95	52.37
b) Bank of Baroda Cash credit account		
Nature of Security:- Primary secured by hypothecation over entire current assets and movable fixed assets of the company excluding equipment, plant, machines & other assets of the borrower acquired from assistance sanctioned by SIDBI and HDFC Bank. Collateral secured by mortgage on property Flat No. 302, C -6, kamal apartment, jai singh highway, bani park, jaipur owned by Anuj Munadhra and Vandana Mundhra and Flat No. 1015, mayfair heights, kardhani, govindpura kalwar road, jaipur and further secured by shares pledge of 13,39,100 own shares. The Applicable rate of interest on CC limit is 9.15% p.a. with monthly rest.	-	-
	676.50	501.84
Total - from banks	810.46	554.21

NANDANI CREATION LIMITED**Notes forming part of the financial statements****Note no. 19 Trade Payable**

Particulars	As at 31 March, 2024	As at 31 March, 2023
(I) Trade Payable		
(a) Total outstanding dues of micro enterprises and small enterprises	425.79	82.28
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	762.97	230.35
Total	1,188.75	312.63
Grand Total	1,188.75	312.63

Note 19.1 "For the disclosure of the suppliers under the Micro, small and medium enterprises evelopment Act, 2006 refer note no. 19.3

Note 19.2 There is no interest due or outstanding on the dues to Micro, Small and Medium Enterprises (MSME) during the years ended March 31, 2024 and March 31, 2023.

Note No. 20 Other liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Current maturities of finance lease obligation	100.16	72.09
(b) Other payables	-	-
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Goods & Service Taxes etc.)	26.23	14.17
(ii) Other payables	-	0.24
(iii) Advances from customers	7.87	0.89
(iv) Audit fees payable	5.57	5.06
(v) Security deposit	14.93	18.00
Total	154.76	110.46

NANDANI CREATION LIMITED
Notes forming part of the financial statements

Note 19.3 "For the ageing schedule of Trade Payables

Particulars	Financial Year 2023-24				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	425.79	-	-	-	425.79
(ii) Others	761.30	-	3.01	-	764.32
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Financial Year 2022-23				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	82.28	-	-	-	82.28
(ii) Others	230.35	3.01	-	-	233.36
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	0.47	-	0.47

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note No. 21 Current Provisions

Particulars	As at 31 March, 2024	As at 31 March, 2023
(a) Provisions for Employee Benefits		
Provision for gratuity	6.32	5.57
(b) Others		
(i) Provision for Salary and Wages	31.24	24.17
(ii) Provision for expenses (Electricity payable and other payables)	2.55	3.09
Total	40.12	32.82

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note 22 Revenue from operations

	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a)	Sale of products (Refer Note (i) below)	4,494.00	4,878.94
(b)	services (Refer Note (ii) below)	17.32	9.25
(c)	Other operating revenues (Refer Note (iii) below)	-	-
	<u>Less:</u>	4,511.32	4,888.19
(d)	Excise duty		
	Total	4,511.32	4,888.19

Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(i)	Sale of products comprises :		
	a).Traded goods		
	Sale of products comprises :		
	a). Traded Goods		
	Fabrics	724.82	472.50
	Ladies Garments	1,333.41	656.16
	Masks, PPE KIT & other covid -19 equipments	-	1.00
	Consumables and others	26.23	11.09
	Total - Sale of traded goods	2,084.46	1,140.76
	b). Manufacture Goods		
	Ladies Garments	2,409.54	3,738.19
	Total - Sales of Manufactured Goods	2,409.54	3,738.19
	Total - Sale of traded and manufactured goods	4,494.00	4,878.94

(ii)	Sale of services comprises :		
	Designing and administration charges	-	1.00
	Postages and Courier	4.61	5.28
	Franchisee Fees	12.71	1.00
	Spotting and washing	-	1.97
	Total - Sale of services	17.32	9.25
(iii)	Other operating revenues comprise:		
	Other Miscellaneous Income	-	-
	Total - Other operating revenues	-	-

Note 23 Other income

	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a)	Interest income (Refer Note (i) below)	1.94	10.56
(b)	Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	71.79	54.97
	Total	73.73	65.53

Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(i)	Interest income comprises:		
	a. Financial assets mandatorily measured at fair value through profit or loss		
	—Interest from banks on:		
	FD/BG	0.76	1.96
	Interest on loans and advances	-	7.25
	b. Other interest income	-	-
	Interest from income tax refund	1.18	1.36
	Total - Interest income	1.94	10.56

Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(ii)	Other non-operating income comprises:		
	Other income	18.39	8.43
	Notional income on disposal of lease/revaluation of lease	27.68	9.51
	Rental Income	18.00	15.75
	Profit on sale of fixed assets and shares	-	10.20
	Re-measurement of Right to use of assets and lease liabilities	2.63	-
	Dividend Income	0.01	0.04
	SPF income	5.08	11.04
	Total - Other non-operating income	71.79	54.97

NANDANI CREATION LIMITED

Notes forming part of the financial statements Note 24

Cost of material Consumed

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening Stock	362.87	94.26
Purchases	808.96	1,063.71
Total	1,171.83	1,157.97
Less: Sold During the year closing Stock	- 198.47	- 362.87
Cost of Material consumed	973.36	795.09
Material Consumed Comprises		
Fabric	134.90	44.04
Running Fabric	869.48	751.06
Total	1,004.38	795.09

Note 25 Purchase of traded goods

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Traded goods		
Fabrics	372.92	569.32
Garments	1,333.59	576.74
Total	1,706.51	1,146.06

Note 26 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<u>Inventories at the end of the year:</u>		
A. Inventories at the end of the year: (As verified and certified by the management)		
Fabric	870.05	222.67
Stock of Finished Goods/WIP	1,715.93	1,872.96
Total A	2,585.98	2,095.63
B. Inventories at the beginning of the year:		
Fabric	222.67	477.71
Stock of Finished Goods/WIP	1,872.96	1,466.28
Total B	2,095.63	1,943.99
Net (increase) / decrease	(490.35)	(151.64)

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note 27 Employee benefits expense

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salary to Employees	240.48	180.19
Contribution to ESI and Provident Fund	6.60	7.89
Directors Remuneration	89.04	60.24
Gratuity Expenses	6.39	5.87
Total	342.50	254.19

Note 28 Finance costs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest and finance charges on financial liabilities carried at amortised cost		
(a) Interest expense on:		
(i) Borrowings	161.20	167.56
(ii) Trade payables	-	-
(iii) Others (leased Assets)	64.92	50.85
Less : Amount Capitalised	-	-
Total Interest on financial liabilities carried at amortised cost	-	-
(b) Other borrowing costs	-	-
Other borrowing costs	15.87	21.78
Loan Processing Fees	-	1.45
Bank Charges	11.74	14.55
	-	-
Total Finance Cost	253.73	256.18

NANDANI CREATION LIMITED
Notes forming part of the financial statements
Note 29 Other expenses

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<u>(A)Direct Exps.</u>		
Consumables	21.09	98.47
Job Work & Sticking Charges	221.98	722.20
Factory Rent	-	6.41
Wash and Dry Cleaning Charges	0.07	1.51
Freight Expenses	3.87	6.15
Packing Material	14.18	12.60
Power & Fuel	34.12	31.75
Wages	62.51	82.52
Total	357.81	961.61
<u>(B)Indirect Exps</u>		
Business Promotion and marketing expenses	179.01	69.77
Advertisement	289.31	317.58
Commission & Brokerage	281.00	551.82
Donation	0.24	0.24
Discount	1.58	0.00
EDC Charges	1.48	3.15
Frenchise Commission	7.35	29.40
Foreclosure charges	-	1.20
Loss on Remeasurement of lease assets and liabilities	-	0.54
Legal and Professional Exp.	54.23	27.44
Loss on sale of fixed assets	0.12	-
Membership & Subscription	4.14	1.99
Miscellaneous expenses *	-	1.05
Office Expenses	20.96	14.06
Rent Expenses	4.19	5.33
Penalty & Interest	1.26	10.41
Payments to auditors (Refer Note (i) below)	5.82	7.23
Photo Shoot Exp.	16.78	15.03
Postage and Courier Expenses	4.01	34.14
Printing and Stationery Expenses	7.07	6.73
Repair & Maintenance	16.40	21.43
Right issue expenses	2.50	-
Security deposit Forfeited	-	1.04
Security Guard Expenses	6.62	-
Sweeper and Cleaning charges	5.52	6.56
Shipping and handling Charges	170.22	284.84
Staff & Labour Welfare expenses	20.41	27.86
Travelling Expenses	26.33	1.75
Website Charges	13.77	11.65
Payment Gateway Charges	2.13	6.07
Insurance Exp	6.62	7.17
Software Exp	21.68	15.72
Telephone and Mobile Expenses	3.49	4.19
GST reversed / Surrendered	-	3.65
Written off Preferential allotment expenses	17.49	5.08
Balance W/off	(0.00)	0.02

Total		1,191.72	1,494.15
	Grand Total	1,549.53	2,455.76

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Notes:29.1

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - Statutory and Tax audit	5.57	5.06
As auditors - other services	0.25	2.17
Total	5.82	7.23

Note 30 Earning Per Share

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Basic & Diluted		
Net profit / (loss) for the year attributable to the equity shareholders	54.60	10.98
Weighted average number of equity shares	11,435,439	10,444,361
Par value per share	10.00	10.00
Earnings per share - Basic & diluted	0.48	0.11

NANDANI CREATION LIMITED

Notes forming part of the financial statements

Note 31 Related Party Transaction

A: Details of outstanding balance as at year end

Name of Party	Nature Of Relation	Nature of Transaction	Amount Outstanding as on 31-03-24 payable / (receivable)	Amount of Transaction debited in 01-04-23 to 31-03-2024	Amount of Transaction credited in 01-04-23 to 31-03-2024	Amount Outstanding as on 31-03-23 payable / (receivable)
Anuj Mundhra	Managing Director	Unsecured Loan	450.50	47.87	498.37	-
		Outstanding director remuneration	-	55.95	53.82	2.13
Sunita Devi Mundhra	Director	Unsecured Loan	-	15.74	15.74	-
		Outstanding director remuneration	(0.93)	24.94	21.49	2.52
Vandana Mundhra	Director	Unsecured Loan	28.57	65.76	94.34	-
		Outstanding director remuneration	-	21.55	21.55	-
		Security deposit	(0.50)	-	-	(0.50)
Dwarka Das Mundhra	CFO	Unsecured Loan	58.54	22.21	80.75	-
		Outstanding Salary	-	8.04	8.04	-
Gunjan Jain	Compliance officer	Outstanding Salary	-	9.90	9.90	-
Desi Fusion India Private Limited	Wholly owned subsidiary	Advance to supplier	(14.51)	1,197.61	1,291.18	(108.08)

B: Details of transaction with related party during the year

Name of Party	Nature Of Relation	Nature of Transaction	Amount
Anuj Mundhra	Managing Director	Director Remuneration	50.40
Vandana Mundhra	Whole time director	Director Remuneration	18.00
Sunita Devi Mundhra	Whole time director	Director Remuneration	14.40
Dwarka Das Mundhra	CFO	Salary	3.60
Gunjan Jain	Compliance Officer	Salary	9.90
Desi Fusion India Private Limited	Wholly owned subsidiary	Purchase of Goods	682.60
		Sale of Goods	173.01
		Sale of service	16.00

NANDANI CREATION LIMITED
Notes forming part of the financial
statements

Note - 32 – Financial Instruments

1. Capital Management

The Company's capital management objectives are to ensure the company's ability to continue as a going concern, to provide an adequate return to share holders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet. Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company manages its capital on the basis of Net Debt to Equity Ratio which is Net Debt (Total Borrowings net of Cash and Cash Equivalents) divided by total equity.

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Total Borrowings	1,770.99	984.89
Less: Cash and Cash Equivalents	25.70	351.05
Net Debt (A)	1,745.29	633.84
Total Equity (B)	2,986.71	2,899.64
Capital Gearing Ratio (B/A)	1.71	4.57

The Company has complied with the covenants as per the terms and conditions of the major borrowing facilities throughout the Reporting Period.

2. Financial Risk Management – Objectives and Policies

The Company's financial liabilities mainly comprise the loans and borrowings in domestic currency, money related to capital expenditures, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets comprise mainly of investments, security deposits, cash and cash equivalents, other balances with banks, trade and other receivables that derive directly from its business operations.

The Company is exposed to the Market Risk, Credit Risk and Liquidity Risk from its financial instruments.

The Management of the Company has implemented a risk management system which is monitored by the Board of Directors of the Company. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims to identify, assess, mitigate the risks in order to minimize the potential adverse effect on the Company's financial performance.

A. Fair value measurement

Particulars	For the year ended 31st March, 2024		
	Amortised Cost	FVTPL	FVTOCI
Financial Assets- Non Current			
Trade receivables	8.88	-	-
Loans	-	-	-
Other Financial Assets	67.92	-	-
Financial Assets- Current			
Investment	-	-	9.42
Trade receivables	2,188.79	-	-
Cash and Cash Equivalent	23.56	-	-
Other Bank Balances	2.13	-	-
Other Financial Assets	734.45	-	-
Total	3,025.74	-	9.42
Financial Liabilities- Non Current			

Borrowings	709.68	-	-
Lease Liabilities	775.57	-	-
Trade payables	1.35	-	-
Other Financial Liabilities	34.62	-	-
Financial Liabilities- Current			
Borrowings (including current maturities of non-current borrowings)	1,061.31	-	-
Trade payables	1,188.75	-	-
Other Financial Liabilities	-	-	-
Total	2,250.07	-	-
For the year ended 31st March, 2023			
Particulars	Amortised Cost	FVTPL	FVTOCI
Financial Assets- Non Current			
Trade receivables	4.46	-	-
Loans	-	-	-
Other Financial Assets	45.12	-	-
Financial Assets- Current			
Investment	-	-	7.24
Trade receivables	735.03	-	-
Cash and Cash Equivalent	11.87	-	-
Other Bank Balances	339.18	-	-
Loans	-	-	-
Other Financial Assets	443.01	-	-
Total	1,578.67	-	7.24
Financial Liabilities- Non Current			
Borrowings	141.81	-	-
Lease Liabilities	453.75	-	-
Trade payables	3.48	-	-
Other Financial Liabilities	-	-	-
Financial Liabilities- Current			
Borrowings (including current maturities of non-current borrowings)	843.07	-	-
Trade payables	312.63	-	-
Other Financial Liabilities	-	-	-
Total	1,155.70	-	-

B. Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. There are no material market risk affecting the financial position of the Company.

(a) Interest Rate Risk

Interest risk is the risk or uncertainty arising from possible interest rate movements and their impact on the future obligations or cash flows of a business. There are no material interest risk affecting the financial position of the Company.

(b) Currency Risk

Interest risk is the risk or uncertainty arising from possible interest rate movements and their impact on the future obligations or cash flows of a business. There are no material interest risk affecting the financial position of the Company.

(c) Other Price Risk

Other Price Risk is the Risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is exposed to price risk arising mainly from investments in equity/equity-oriented instruments recognized at FVTPL/FVTOCI.

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Investments (FVTPL)	-	-
Investments (FVTOCI)	-	-

C. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and other Financial assets measured at amortized cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.
(i) Low credit risk, (ii) Moderate credit risk, (iii) High credit risk.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Financial assets (other than trade receivables) that expose the entity to credit risk are managed and categorized as follows:

Basis of categorisation	Asset class exposed to credit	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans and other financial assets	12 month expected credit loss.
Moderate credit risk	other financial assets	12 month expected credit loss, unless credit
High credit risk	other financial assets	Life time expected credit loss (when there is

Financial assets (other than trade receivables) that expose the entity to credit risk (Gross exposure): -

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Low Credit Risk		
Cash and cash equivalents	23.56	11.87
Bank Balances other than above	2.13	339.18
Loans	-	-
Other Financial Assets	734.45	443.01
Moderate/ High Credit Risk	-	-
Total	760.15	794.06

(i) Cash and cash equivalent and bank balance:

Credit risk related to cash and cash equivalents and bank balance is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

(ii) Loans and Other financial assets measured at amortized cost:

Other financial assets measured at amortized cost includes Security Deposit to various authorities , Loans to staff and other receivables. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

(iii) Trade receivables:

Life time expected credit loss is provided for trade receivables. Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

(A) Expected credit losses:

Expected credit loss for trade receivables under simplified approach:

The Company recognizes lifetime expected credit losses on trade receivables & other financial assets using a simplified approach, wherein Company has defined percentage of provision by analyzing historical trend of default based on the criteria defined below and such provision percentage determined have been considered to recognize life time expected credit losses on trade receivables (other than those where default criteria are met in which case the full expected loss against the amount recoverable is provided for). Further, the Company has evaluated recovery of receivables on a case to case basis. No provision on account of expected credit loss model has been considered for related party balances. The Company computes credit loss allowance based on provision matrix. The provision matrix is prepared on historically observed default rate over the expected life of trade receivable and is adjusted for forward - looking estimate. The provision matrix at the end of reporting period is as follows:

Particulars	Expected Loss Rate	
All Receivables excluding Related Parties	0.50%	

Movement in Expected Credit Loss Allowance on Trade Receivables	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Balance at the beginning of the reporting period	-	-
Loss Allowance measured at lifetime expected credit losses	-	-
Balance at the end of reporting period	-	-

D. Liquidity Risk

Liquidity Risk is the risk that the Company will encounter difficulty in raising the funds to meet the commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Financing arrangements:

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
- Cash credit limit	810.46	554.21

Note 33. Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31 March, 2024								
Contingent liabilities									
a) Claims against the Company not acknowledged as debt									
1. The Income Tax Department has raised demands in regard to tax deducted at source for non-compliances to the provision of the act that has been verified from TRACES are as follows:	11.65								
<table> <tr> <th>Financial Year</th><th>Amount</th></tr> <tr> <td>2021-22</td><td>1.71</td></tr> <tr> <td>2022-23</td><td>6.77</td></tr> <tr> <td>2023-24</td><td>3.17</td></tr> </table>	Financial Year	Amount	2021-22	1.71	2022-23	6.77	2023-24	3.17	
Financial Year	Amount								
2021-22	1.71								
2022-23	6.77								
2023-24	3.17								
b). Guarantees excluding financial guarantees									
1. The Company has been provided corporate guarantee for cash credit loan from Axis Bank limited for its subsidiaries i.e. Desi Fusion India Private Limited Amount of Rs. 120 lakhs.	120.00								
2. The Company has been provided bank guarantee to ESIC PGIMSR Medical Collage & Model Hospital from Bank of India for EPBG.	0.25								
c). Others money for which the company is contingently liable	-								
Commitments									
a). Estimated amount of contracts remaining to be executed on capital account and not provided for	-								
b). Uncalled liability on shares and other investments partly paid	-								
c). Other commitments	-								

Note 34. Additional Regulatory Information as per Schedule II of The Companies Act, 2013

1. The company does not own any immovable property.
2. The Company does not have any investment property; hence company has not required to disclose whether investment property is valued at fair value is based on the valuation by a Registered valuer as defined rule 2 of the companies (Registered Valuers and Valuation) Rules 2017.
3. The Company has not revalued its Property, Plant and Equipment (including Right of use Assets), hence the company has not required to disclose whether the valuation is based on the valuation by a registered valuer as defined under rule 2 of the company (Registered Valuers and Valuation) Rules 2017.
4. The Company has not revalued its Intangible Assets; hence the company has not required to disclose whether the valuation is based on the valuation by a registered valuer as defined under rule 2 of the company (Registered Valuers and Valuation) Rules 2017.
5. **The disclosure of the Loans and Advances in the nature of the loans granted to promoters, directors, KMPs and the related parties (as defined in Companies Act, 2013) either severally or jointly with any other persons that are**

- a) Repayable on demand or
- b) Without specifying any terms or period of repayments.

Type of Borrowers	Amount of loans and advances in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans.
Promoters	NIL	NIL
Directors	NIL	NIL
KMP's	NIL	NIL
Related Parties	NIL	NIL

6. There are no Capital Work in Progress as at Balance Sheet date.

7. There are no intangible assets under development as at Balance Sheet date.

8. Benami Property

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules thereunder.

9. Returns and filing to Banks and financial institutions.

The company has availed borrowings from banks and financial institutions on the basis of the security of its current assets. The quarterly returns and statements filed with them are in agreements with the books of accounts.

10. Wilful Defaulters

The company is not declared as wilful defaulter by any bank or financial institutions or other lender.

11. Relationship with struck off companies.

The company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

12. Registration or satisfaction of charges with Registrar of Companies.

There are no charges or satisfaction which are yet to be registered with Registrar of Companies beyond the statutory period.

13. Layers of the company

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, The company have a subsidiary company i.e. Desi Fusion India Private Limited as at the balance sheet date.

14. Corporate Social Responsibility (CSR)

The Company has not been required to constitute CSR committee and to make expenses towards CSR activities as per the requirements of Section 135 of the Companies Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

15. Crypto Currency or Virtual Currency

The Company has not been traded or invested in Crypto Currency and Virtual Currency during the financial year.

16. Financial Ratios

a) Current ratio (*Current Assets / Current Liabilities*)

Particulars	FY 2023-24	FY 2022-23
Current Assets	5779.87	3994.82
Current Liabilities ⁽¹⁾	2444.95	1298.99
Current ratio	2.36	3.08
% Change	(23.13)%	

Reasons for variation more than 25% -NA

(1) Current Liabilities include short term borrowings availed by the Company and current maturities of long-term loans (including current maturities of lease liabilities).

b) Debt-Equity Ratio (*Debt / Equity*)

Particulars	FY 2023-24	FY 2022-23
Debt ⁽²⁾	2646.72	1510.72
Net worth	2986.70	2899.64
Debt-Equity Ratio	0.89	0.52
% Change	70.09%	

Reasons for variation more than 25% -During the year company taken loan from promoters of the company.

(2) Debt includes long term borrowings, secured and unsecured, short-term borrowings availed by the Company and current maturities of long-term loans (including current maturities of lease liabilities).

c) Debt-Service Coverage Ratio (*Profit Before Tax + Depreciation + Interest on term loans / Total Loan instalments*)

Particulars	FY 2023-24	FY 2022-23
PBT + Dep + Interest	499.35	454.25
Loan Installments	549.01	956.58
Debt Service Coverage Ratio	0.91	0.47
% Change	(91.94)%	

Reasons for variation more than 25% -during the year company has been paid various unsecured loans as compared to previous year.

d) Return on Equity Ratio (*PAT / Net Worth*)

Particulars	FY 2023-24	FY 2022-23
PAT	54.59	10.98
Net worth	2986.70	2899.64
Return on Equity Ratio	0.02	0.01
% Change	382.63%	

Reasons for variation more than 25% - During the year company made profit as compared to previous year.

e) Inventory Turnover Ratio (*Turnover / Inventory*)

Particulars	FY 2023-24	FY 2022-23
Turnover	4511.32	4888.19
Average Inventory	2640.00	2250.23

Inventory Turnover Ratio	1.71	2.17
% Change	(21.34%)	

Reasons for variation more than 25% NA

- f) Trade Receivables Turnover Ratio (*Turnover / Trade Receivables*)

Particulars	FY 2023-24	FY 2022-23
Turnover	4511.32	4888.19
Average Trade Receivables	1468.58	979.31
Trade Receivables Turnover Ratio	3.07	4.99
% Change	38.46%	

Reasons for variation more than 25% -During the year trade receivables of the company increased as compared to previous financial year.

- g) Trade Payables Turnover Ratio (*Purchases / Trade payables*)

Particulars	FY 2023-24	FY 2022-23
Purchases	2515.46	2209.77
Average Trade Payables	753.11	607.61
Trade Payables Turnover Ratio	3.34	3.64
% change	(8.16)%	

Reasons for variation more than 25% - NA

- h) Net Capital Turnover Ratio (*Turnover / Net worth*)

Particulars	FY 2023-24	FY 2022-23
Turnover	4511.32	4888.19
Net worth	2986.70	2899.64
Net Capital Turnover Ratio	0.66	0.59
% Change	11.61%	

Reasons for variation more than 25% -NA

- i) Net Profit Ratio (*PAT / Sales*)

Particulars	FY 2023-24	FY 2022-23
PAT	54.60	10.98
Sales	4511.32	4888.19
Net Profit Ratio	0.01	0.00
% change	100%	

Reasons for variation more than 25% - During the year the company made profit as compared to previous financial year.

- j) Return on Capital Employed (*EBIT / Net worth*)

Particulars	FY 2023-24	FY 2022-23
PAT	54.60	10.98
Capital employed ⁽³⁾	2986.71	2899.64
Return on capital employed	0.02	0.00
% Change	200%	

Reasons for variation more than 25% - During the year the company made profit as compared to previous financial year.

(3) Capital employed includes Net worth and long-term borrowings, secured and unsecured (including current maturities).

k) Return on Investments (*Profit After Tax / Net Worth*)

Particulars	FY 2023-24	FY 2022-23
PAT	54.60	10.98
Net worth	2986.71	2899.64
Return on Investment	10.32	9.21
% Change	12.04%	

Reasons for variation more than 25% - NA

17. Compliance with approved schemes of arrangements

There is no scheme approved by competent authority as at balance sheet date.

18. Utilisation of Borrowed Funds and Share Premium

The company has not advanced or loaned or invested funds to any other persons or entities with the understanding that, that person/entity should invest in any other person or entity identified in any manner whatsoever by or on behalf of the company or provided any guarantee, security, or like to or on behalf of the company.

The company has not received any amount from any other persons/entity with the understanding, whether written or oral, that the company shall directly or indirectly invest in any other person or entity.

NOTICE OF THE ANNUAL GENERAL MEETING 2023-2024



NOTICE OF 12th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF NANDANI CREATION LIMITED WILL BE HELD ON **MONDAY, 30TH DAY OF SEPTEMBER, 2023 AT 4:00 P.M. IST** THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO-VISUAL MEANS TO VIDEO CONFERENCE (VC)/OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt
 - a. The Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To Appoint a director in place of Mrs. Vandana Mundhra (DIN: 05202403) who retires by rotation and being eligible offers herself for re appointment.
3. To appoint M/s. P C MODI & CO, Chartered Accountants, Jaipur as the Statutory Auditors of the Company and to fix their remuneration:

To consider and if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), **M/s. P C MODI & CO, Chartered Accountants, Jaipur (Firm Registration No.: 000239C)** be and are hereby appointed as the Statutory Auditor of the Company to hold the office for a period of 5 years from the conclusion of the 12th Annual General Meeting until the conclusion of the 17th Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Auditors.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things

as he may deem proper, necessary, or expedient, including filing of the requisite forms/e-forms with the Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.

SPECIAL BUSINESS:

4. To increase the overall maximum managerial remuneration limit of the company:

To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 197 and 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and the Rules made thereunder, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and all other applicable laws, rules, regulations as may be applicable, from time to time and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded to increase the overall limit of managerial remuneration as prescribed under section 197 of the Companies Act, 2013 from 11% to 15% of the net profits of the Company in respect of any financial year computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

NOTICE OF AGM 2023-24

5. **Approval for Remuneration of Mr. Anuj Mundhra (DIN: 05202504), Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 197,198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and all other applicable laws, rules, regulations as may be applicable, from time to time, and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, and considering the contributions made and quality of services rendered by Mr. Anuj Mundhra, Managing Director (DIN: 05202504), in the growth trajectory of the Company, the Approval of the members of the company be and is hereby accorded for upward revision in remuneration, perquisites and other benefits to Mr. Anuj Mundhra, (DIN: 05202504), Managing Director of the company, by the way of increase in Remuneration in accordance with the provisions of Section 198 of the Act as set out in the explanatory statement be and is hereby approved, with the authority of the Board to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mr. Anuj Mundhra w.e.f April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026 notwithstanding the fact that overall managerial remuneration paid to Mr. Anuj Mundhra may exceed 5% of the Net profits of the Company computed in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT in pursuance to the provisions of Section 197(11) read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in the force), where in any Financial year the company incur losses or its profit are inadequate, the current remuneration as specified above be paid as Minimum Remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/Committee including Company Secretary and Chief Financial Officer in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

6. **Approval for Remuneration of Mrs. Vandana Mundhra (DIN: 05202403), Whole Time Director of the Company:**

“RESOLVED THAT pursuant to Section 197,198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and all other applicable laws, rules, regulations as may be applicable, from time to time, and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, and considering the contributions made and quality of services rendered by Mrs. Vandana Mundhra, Whole Time Director (DIN: 05202403), in the growth trajectory of the Company, the Approval of the members of the company be and is hereby accorded for upward revision in remuneration, perquisites and other benefits to Mrs. Vandana Mundhra, (DIN: 05202403), Whole Time Director of the company, by the way of increase in Remuneration in accordance with the provisions of Section 198 of the Act as set out in the explanatory statement be and is hereby approved, with the authority of the Board to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mrs. Vandana Mundhra w.e.f April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026, notwithstanding the fact that overall managerial remuneration paid to Mrs. Vandana Mundhra may exceed 5% of the Net profits of the Company computed in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT in pursuance to the provisions of Section 197(11) read with Schedule V, and other applicable provisions, if any, of the Companies Act,

NOTICE OF AGM 2023-24

2013 and the rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in the force), where in any Financial year the company incur losses or its profit are inadequate, the current remuneration as specified above be paid as Minimum Remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/Committee including Company Secretary and Chief Financial Officer in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

7. Approval for Remuneration of Mrs. Sunita Devi Mundhra (DIN: 05203015), Whole Time Director of the Company:

“RESOLVED THAT pursuant to Section 197,198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and all other applicable laws, rules, regulations as may be applicable, from time to time, and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, and considering the contributions made and quality of services rendered by Mrs. Sunita Devi Mundhra, Whole Time Director (DIN: 05203015), in the growth trajectory of the Company, the Approval of the members of the company be and is hereby accorded for upward revision in remuneration, perquisites and other benefits to Mrs. Sunita Devi Mundhra, (DIN: 05203015), Whole Time Director of the company, by the way of increase in Remuneration in accordance with the provisions of Section 198 of the Act as set out in the explanatory statement be and is hereby approved, with the authority of the Board to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mrs. Sunita Devi Mundhra w.e.f April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026, notwithstanding the fact that overall managerial remuneration paid to Mrs. Sunita Devi Mundhra may

exceed 5% of the Net profits of the Company computed in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT in pursuance to the provisions of Section 197(11) read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in the force), where in any Financial year the company incur losses or its profit are inadequate, the current remuneration as specified above be paid as Minimum Remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/Committee including Company Secretary and Chief Financial Officer in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

8. Approval of Transactions under Section 185 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate/subsidiary company by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 100 Crore/- (Rupees One Hundred Crores only).

NOTICE OF AGM 2023-24

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

9. Approval of Related Party Transactions under Section 188 Of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 :

To consider and if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the material related party transactions to be entered into and carried out in the ordinary course of business and at arm's length price with company namely **M/s. Good Work and Company**, being related party to the Directors of the Company, in connection with Sale purchase of goods and rendering of various other services including services rendered / availed or to be availed, or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually for an aggregate value not exceeding Rs. 5 Crores (Rupees Five Crores only) per annum;

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

10. Approval of Related Party Transactions under Section 188 Of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 :

To consider and if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the material related party transactions to be entered into and carried out in the ordinary course of business and at arm's length price with company namely **M/s. Victoria Trading Company**, being related party to the Directors of the Company, in connection with Sale purchase of goods and rendering of various other services including services rendered / availed or to be availed, or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually for an aggregate value not exceeding Rs. 5 Crores (Rupees Five Crores only) per annum;

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings

NOTICE OF AGM 2023-24

as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.

11. Approval of Related Party Transactions under Section 188 Of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 :

To consider and if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the material related party transactions to be entered into and carried out in the ordinary course of business and at arm's length price with company namely M/s. Desi Fusion India Private Limited, being wholly owned subsidiary company, in connection with Sale purchase of

goods and rendering of various other services including services rendered / availed or to be availed, or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually for an aggregate value not exceeding Rs. 50 Crores (Rupees Fifty Crores only) per annum;

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

DATE: 05.09.2024 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY & COMPLIANCE OFFICER) (M No.: 45068)
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	

NOTICE OF AGM 2023-24

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Item no. 3-11 of the Notice of the 12th AGM is annexed here to. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") read with the Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars') permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
3. The registered office of the Company shall be deemed to be the venue for the AGM.
4. As this AGM is being held pursuant to the Applicable 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 required to be annexed to this Notice
5. 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.
6. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 11th AGM along with the Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories'). A copy of this Notice along with the Annual Report for Financial Year 2023-24 is uploaded on the Company's website www.nandanicreation.com websites of the Stock Exchanges The National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of Big share Services Private Limited ('Big share'), the Registrar and Transfer Agents of the Company ('RTA') at <https://www.bigshareonline.com/> Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.
7. 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive)**.
9. 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.
10. 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).

NOTICE OF AGM 2023-24

11. 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.
12. 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).
13. 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 2022-23 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 2022-23 will also be available on the Company's website www.nandanicreation.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
14. 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.
15. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is **Thursday, 05th September, 2024**.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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.
21. 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.

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22. 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.
23. 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.
24. 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.
25. 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 i.e. 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.
26. 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.
27. 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, 26th Day of September, 2024 at 10.00 A.M. and ends on Sunday, 29th day of September, 2024 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 **Monday, 23rd September, 2024** 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.

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- 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

	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.

- 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

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:

	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.

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.

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- 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.

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- 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.

DATE: 05.09.2024 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY & COMPLIANCE OFFICER) (M No.: 45068)
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	

ANNEXURE TO THE NOTICE

THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO RESOLUTION NO'S. 4 TO 11 OF THE NOTICE IN ACCORDANCE WITH SECTION 102 OF COMPANIES ACT, 2013:

ITEM NO 4 TO 7:

As per Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a Company to its Directors, including Managing Director and Whole-time Director and its Manager in any Financial Year may exceed 11% (eleven per cent), and remuneration payable to any one Whole-time Director or Managing Director may exceed 5%, of the net profits of the Company calculated as per the Section 198 of the Act, provided the same is approved by the members of the Company by passing a special resolution.

Mr. Anuj Mundhra was re-appointed as a Chairman & Managing Director, Mrs. Vandana Mundhra as a Whole Time Directors and Mrs. Sunita Devi Mundhra as a Whole Time Director of the Company respectively via special resolution passed by the members at 9th Annual General Meeting held on September 30, 2021 for a period of Five (5) years with effect from August 15, 2021 to August 14, 2026.

Further Members has authorized the Board of Directors to alter or vary the scope of remuneration and the terms and Condition of appointment of Mr. Anuj Mundhra, Mrs. Vandana Mundhra & Mrs. Sunita Devi Mundhra including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by the resolution passed in 9th AGM and the Companies Act, 2013.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on September 01, 2023 considered and approved the proposal to increase the overall limit of managerial remuneration payable to directors from 11% to 15% of the net profits of the Company calculated as per Section 198 of the Act subject to the approval of shareholders, in accordance with the provisions of the Companies Act, 2013.

In recognition of their contribution to the Company's performance and considering the company's performance on defined parameters, industry benchmarks and individual performance and based on the recommendation

of the Nomination and Remuneration Committee, the Board at its meeting held on September 01, 2023 approved the remuneration of Mr. Anuj Mundhra (DIN 05202504), Chairman & Managing Director, Mrs. Vandana Mundhra as a Whole Time Directors and Mrs. Sunita Devi Mundhra as a Whole Time Director of the Company w.e.f. April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026 subject to approval of shareholders and other applicable rules and regulations.

The remuneration proposed to be paid to them w.e.f. April 01, 2024 till the remaining period of their tenure i.e. up to August 14, 2026 is commensurate with their roles and responsibilities and is in line with the industry benchmarks and the performance of the company. Considering the size of the operations of the Company, role and responsibilities assigned to in their position, their background, competence, experience and their association with the Company and the industry benchmarks and remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to them is considered to be fair, just and reasonable.

The proposed structure of Mr. Anuj Mundhra, Mrs. Vandana Mundhra & Mrs. Sunita Devi Mundhra are as follows:

1. REMUNERATION DETAILS OF ANUJ MUNDHRA:

i. **Period:** April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026

ii. Compensation details:

- **Salary:** Upto Rs. 5,50,000 per month and not exceeding Rs. 90 Lacs p.a. (Rupees Ninety Lacs only) (including Retirals, variable pay as per the policy of the Company, Perquisites, allowances and other benefits).

- **Commission:** Nil

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- **Retirals:** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.

- **Sitting Fee:** Nil

- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

2. REMUNERATION DETAILS OF VANDANA MUNDHRA:

- i. **Period:** April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026

ii. Compensation details:

- **Salary:** Upto Rs. 2,00,000 per month and not exceeding Rs. 40 Lacs p.a. (Rupees Forty Lacs only) (including Retirals, variable pay as per the policy of the Company, Perquisites, allowances and other benefits).

- **Commission:** Nil

- **Retirals:** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.

- **Sitting Fee:** Nil

- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

2. REMUNERATION DETAILS OF SUNITA DEVI MUNDHRA:

- i. **Period:** April 01, 2024 till the remaining period of his tenure i.e. up to August 14, 2026

ii. Compensation details:

- **Salary:** Upto Rs. 1,70,000 per month and not exceeding Rs. 30 Lacs p.a. (Rupees Thirty Lacs only) (including Retirals, variable pay as per the policy of the Company, Perquisites, allowances and other benefits).

- **Commission:** Nil

- **Retirals:** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.

- **Sitting Fee:** Nil

- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

Any perquisite arising out of exercise of options during the year will be calculated at actual and would be in addition to the compensation limit mentioned above.

If during the financial year, the Company has no profits or its profits are inadequate, it shall pay to Mr. Anuj Mundhra, Mr. Vandana Mundhra & Mrs. Sunita Devi Mundhra remuneration as specified above, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force.

Pursuant to the provisions of Sections 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), approval

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of the Shareholders by way of Special Resolution is required for payment of Managerial Remuneration by the Company;

a) to its Managing Director, in any financial year, exceeding 5% of the net profits computed in accordance with the provisions of section 198 of the Companies Act, 2013; and/or

b) to its Director(s) including Managing Director, Whole Time Director(s) and Non-Executive Director(s) in any financial year, exceeding 11% of the net profits computed in accordance with the provisions of section 198 of the Companies Act, 2013.

It is submitted that based on the projections, the managerial remuneration as aforesaid payable individually to Mr. Anuj Mundhra, Mr. Vandana Mundhra & Mrs. Sunita Devi Mundhra may exceed the limits specified in Section 197 of the Companies Act, 2013. Accordingly, approval of the shareholders is sought by way of Special Resolution for the **Item No. 4 to 7** of this AGM Notice.

Requisite information as required to be provided as per Schedule V of the Companies Act, 2013 is annexed as **Annexure- A**.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Anuj Mundhra, Chairman & Managing Director, Mrs. Vandana 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 are considered to be concerned or interested financially or otherwise, in the said Resolution.

This Explanatory Statement may also be read and treated as written memorandum setting out the terms of appointment in compliance with the requirements of Section 190 of the Companies Act, 2013.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) in respect of fixation of remuneration of direction at Item No. 4 to 7 is given in **Annexure-B** to this Notice.

ITEM NO. 8:

Pursuant to the provisions Section 185 of the Companies Act, 2013 (the Act), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of a Special Resolution.

The Company's subsidiary(ies) / group companies/ associates / JV Companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) / group companies/ associates / JV Companies of the Company would be utilized for their principal business activities. In view of the above and as an abundant caution, the Board at its meeting held on September 05, 2024 approved a proposal for seeking the consent of the members of the Company pursuant to the provisions of Section 185 of the Act, to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by any subsidiary company(ies) / group companies/ associates / JV Companies / body corporates, in whom any of the Director of the Company is or will be deemed to be interested for an amount not exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more. This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said subsidiary(ies) / associates / JV Companies body corporates, as and when it is raised.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of a Special Resolution as set out in Item No. 8 of the Notice. The Board recommends the Resolution for your approval.

The Board recommends the resolution as set out at agenda Item no. 8 of the accompanying notice for the members' consideration and approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the

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Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.

ITEM NO. 9 to 11:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly

and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower

The Company might enter into certain transactions with related party in its ordinary course of business and on arm's length basis. Although the second proviso to Sub-section (1) of Section 188 of the Companies Act, 2013 does not apply on the company, as the transactions entered into by the company are in its ordinary course of business and are on arm's length basis, the approval of the members is accorded to give them an insight on the Related Party Transactions which may be entered by the company in the financial year 2024-25.

The list of indicative transaction along with all the details of such transaction for the year 2024-2025 is as follows:

NAME OF THE PARTY	RELATIONSHIP WITH THE PARTY	NATURE OF TRANSACTION	VALUE OF TRANSACTION (Rs.)
GOOD WORK AND COMPANY	Director in Partner in the Company	Purchase, Sale and rendering/availing of Services.	Upto Rs. 5,00,00,000
VICTORIA TRADING COMPANY	Director in Partner in the Company	Purchase, Sale and rendering/availing of Services.	Upto Rs. 5,00,00,000
DESI FUSION INDIA PRIVATE LIMITED	Wholly Owned Subsidiary	Purchase, Sale and rendering/availing of Services.	Upto Rs. 50,00,00,000

The directors recommend the resolution as item no. 9-11 of the accompanying notice for acceptance by the members as an ordinary resolution.

Mr. Anuj Mundhra, Mrs. Vandana Mundhra & Mrs. Sunita Devi Mundhra, Dwarka Dass Mundhra are an interested for this agenda item.. Save as except, Mr. Anuj Mundhra, Mrs. Vandana Mundhra, Mrs. Sunita Devi Mundhra & Mr. Dwarka Dass Mundhra, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9-11 of the Notice.

The register of contracts with related party and contracts and bodies etc. in which directors are interested as per section 189(1) and section 184 of the Companies Act, 2013 will be available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company, and also at the Meeting.

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ANNEXURE-A

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	Vandana Mundhra
Resolution No	Item No 2
DIN	05202403
Date of Birth & Age	43 years
Date Of First Appointment On The Board	21/02/2012
Qualification	Bachelor of Arts (B.A) from International College for Girls
Expertise in specific functional areas	Carry rich experience of 17 years in the textile industry. She plays a crucial role in designing and developing the products, and is the creative head behind the company.
Terms and Conditions of Appointment/Re-appointment	As mentioned in explanatory statement
Remuneration last drawn for the FY 2023-24	Rs. 18.00 Lacs per annum
Remuneration sought to be paid	As set out in Resolution 2
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	--
Directorships held in other companies including listed companies and excluding foreign companies as on the date of this Notice	--
Name of listed entities from which the person has resigned in the past three years	--
Disclosure of relationships between directors/Key Managerial Personnel	Wife of Mr. Anuj Mundhra & Daughter-in-law of Mrs. Sunita Devi Mundhra
Shareholding in Company as on 31st March, 2024	1540975
Number of meetings of the Board attended during the year	8 out of 8 Board Meetings

Directorship includes Directorship of Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not)

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ANNEXURE-B

The following additional detailed information as per Section II of PART II of Schedule V is as follows:

S No.	General Information							
1.	Nature of Industry	Manufacturing of Apparels						
2.	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						
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as company is old and established company						
4.	Financial performance based on given indicators	In the Financial year 2023-24, the Company has made a total revenue of Rs. 45.87 Cr.as compared to Rs. 49.53 Cr. In previous Financial years and Net Profit of Rs. 0.57 Cr. as compared to Rs. 0.11 Cr. In previous financial year.						
5.	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 2024 which accompanies this Notice.						
6.	Background Details	<table> <tr> <th>ANUJ MUNDHRA</th><th>VANDANA MUNDHRA</th><th>SUNITA DEVI MUNDHRA</th></tr> <tr> <td>Anuj Mundhra aged 43 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. He has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development,</td><td>Mr. Vandana Mundhra, aged 43 years, Whole Time Director has experience in the Textile Industry for almost 15 years. She plays a crucial role in designing and developing the products, and is the creative head behind the company.</td><td>Mrs. Sunita Devi Mundhra, aged 63 years, Whole Time Director has experience in the Textile Industry and takes care of the Business Operations.</td></tr> </table>	ANUJ MUNDHRA	VANDANA MUNDHRA	SUNITA DEVI MUNDHRA	Anuj Mundhra aged 43 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. He has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development,	Mr. Vandana Mundhra, aged 43 years, Whole Time Director has experience in the Textile Industry for almost 15 years. She plays a crucial role in designing and developing the products, and is the creative head behind the company.	Mrs. Sunita Devi Mundhra, aged 63 years, Whole Time Director has experience in the Textile Industry and takes care of the Business Operations.
ANUJ MUNDHRA	VANDANA MUNDHRA	SUNITA DEVI MUNDHRA						
Anuj Mundhra aged 43 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. He has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development,	Mr. Vandana Mundhra, aged 43 years, Whole Time Director has experience in the Textile Industry for almost 15 years. She plays a crucial role in designing and developing the products, and is the creative head behind the company.	Mrs. Sunita Devi Mundhra, aged 63 years, Whole Time Director has experience in the Textile Industry and takes care of the Business Operations.						

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		marketing, corporate governance & brand equity.		
7.	Past Remuneration & Details	Rs. 50.40 Lacs per annum	Rs. 18.00 Lacs per annum	Rs. 14.40 Lacs per annum
8.	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. (3) Articles appeared in Your story, SMB Story, Economic times, D2C year book etc (4) Brand "Jaipur Kurti" Honoured as a Franchisor of the Year Award at the 20th Franchise India Show, 2024 held in Delhi on Sunday, 19th May, 2024.	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. (3) Articles appeared in Your story, SMB Story, Economic times, D2C year book etc 4) Brand "Jaipur Kurti" Honoured as a Franchisor of the Year Award at the 20th Franchise India Show, 2024 held in Delhi on Sunday, 19th May, 2024.	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. (3) Articles appeared in Your story, SMB Story, Economic times, D2C year book etc 4) Brand "Jaipur Kurti" Honoured as a Franchisor of the Year Award at the 20th Franchise India Show, 2024 held in Delhi on Sunday, 19th May, 2024.
9.	Job Profile and his/her suitability	Mr. Anuj Mundhra aged 42 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. He has extensive experience in	Mr. Vandana Mundhra, aged 42 years, Whole Time Director has experience in the Textile Industry for almost 15 years. She plays a crucial role in designing and developing the products, and is the creative head behind the company.	Mrs. Sunita Devi Mundhra, aged 60 years, Whole Time Director has experience in the Textile Industry and takes care of the Business Operations.

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		strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate governance & brand equity.		
10.	Remuneration Proposed	As set out in Resolution 5	As set out in Resolution 6	As set out in Resolution 7
11.	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 proposed remuneration (duly recommended by the Nomination & Remuneration Committee and approved by the Board) is in line with the trends in the Industry and is befitting Mr. Anuj Mundhra experience, competence and roles and responsibilities of the Company.	The proposed remuneration (duly recommended by the Nomination & Remuneration Committee and approved by the Board) is in line with the trends in the Industry and is befitting Mr. Anuj Mundhra experience, competence and roles and responsibilities of the Company.	The proposed remuneration (duly recommended by the Nomination & Remuneration Committee and approved by the Board) is in line with the trends in the Industry and is befitting Mr. Anuj Mundhra experience, competence and roles and responsibilities of the Company.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mrs. Vandana Mundhra, Whole Time Director is the wife of Mr. Anuj Mundhra, Mrs. Sunita Devi Mundhra, Whole Time Director is the Mother of Mr. Anuj Mundhra & Mr. Dwarka Dass Mundhra , Chief Financial Officer is the father of Mr. Anuj Mundhra. Except this he does not have any other pecuniary relationship with any of the director/managerial Personnel of the Company.	Mr. Anuj Mundhra, Managing Director is the Husband of Mrs. Vandana Mundhra, Mrs. Sunita Devi Mundhra, Whole Time Director is the Mother-in law of Mr. Vandana Mundhra & Mr. Dwarka Dass Mundhra , Chief Financial Officer is the father-in-law of Mrs. Vandana Mundhra. Except this he does not have any other pecuniary relationship with any of the director/managerial Personnel of the Company.	Mr. Anuj Mundhra, Managing Director is the Son of Mrs. Sunita Devi Mundhra, Mrs. Vandana Mundhra, Whole Time Director is the daughter-in-law of Mrs. Sunita Devi Mundhra & Mr. Dwarka Dass Mundhra , Chief Financial Officer is the Husband of Mrs. Sunita Devi Mundhra. Except this he does not have any other pecuniary relationship with any of the director/managerial Personnel of the Company.
13.	Other information			
a.	Reasons of loss or inadequate profits	There is no Loss. 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.		
b.	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance / liquidity, including cost control measures have been put in place.		
c.	Expected increase in productivity and	Nandani Creation Limited is hopeful of its better performance in all measurable parameters in the coming years.		

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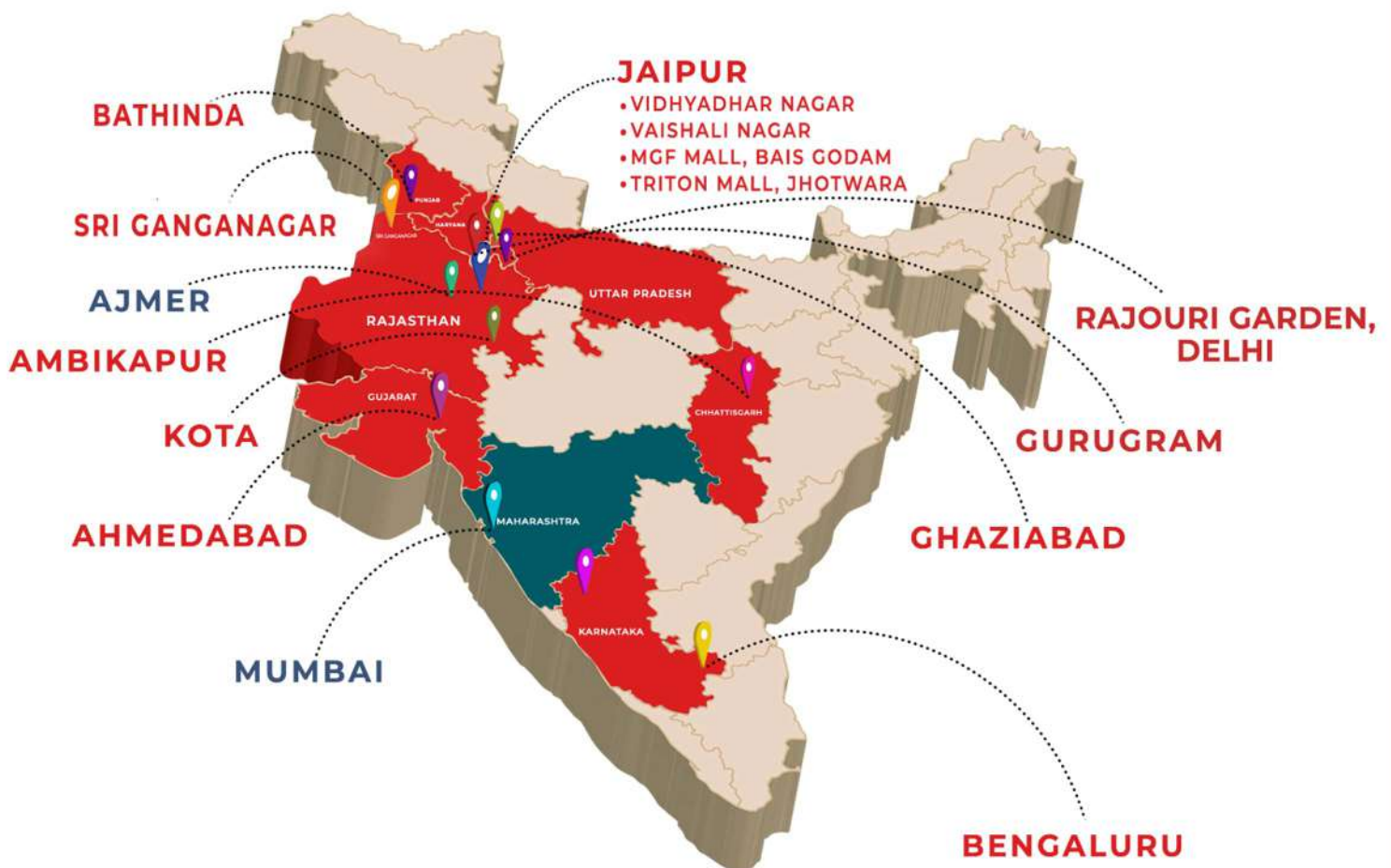
	profits in measurable terms	
d.	Disclosures	As required, the information is provided under Board's Report Annexure Section of Annual Report 2024.

DATE: 05.09.2024 PLACE: JAIPUR	By the Order of the Board For NANDANI CREATION LIMITED Sd/- GUNJAN JAIN (COMPANY SECRETARY& COMPLIANCE OFFICER) (M No.: A45068)
Registered Office: G-13, KARTARPURA INDUSTRIAL AREA, NEAR 22-GODAM, JAIPUR-302006, RAJASTHAN CIN: L18101RJ2012PLC037976	

GEOGRAPHICAL FOOTPRINT

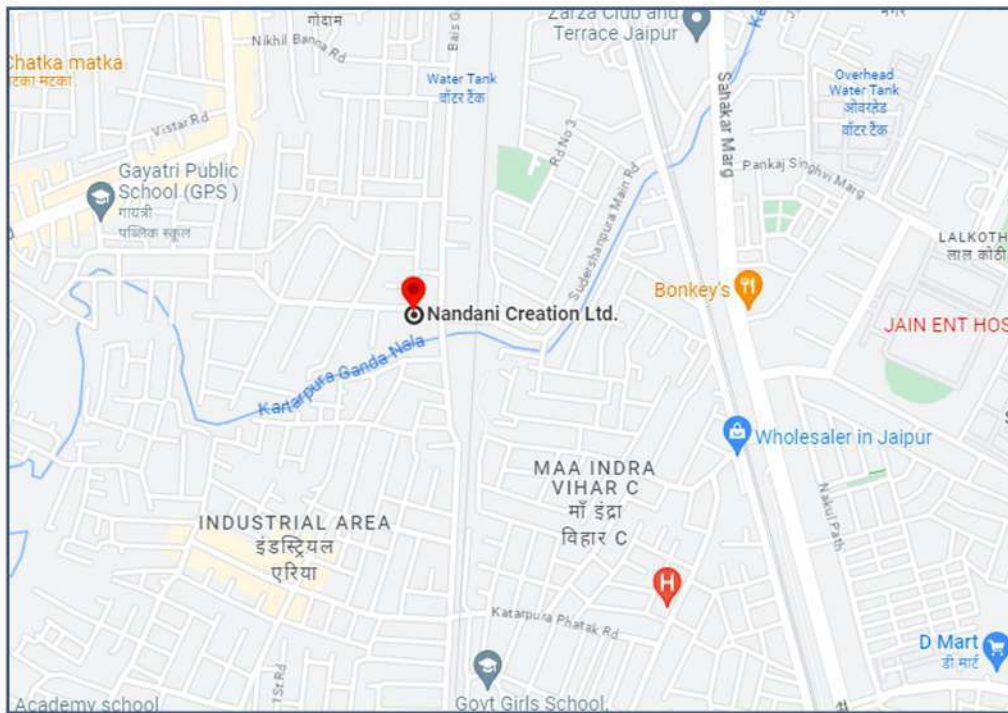
As we expand locally & globally, we stay focused on strengthening cultural connections, blending traditions and fashion trends in each area.

#MereDilSeClosetTak - Truly Borderless



Manufacturing Unit:
Katarpura Industrial Area,
Jaipur, Rajasthan

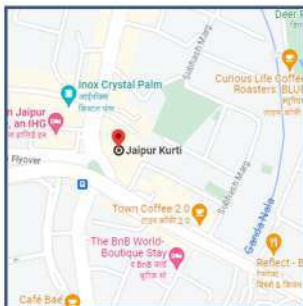
ROUTE MAP



 G-13, Kartarpura Industrial Area, Bais Godam, Jaipur, Rajasthan 302006

 +0-141-4029596  info@jaipurkurti.com

RETAIL STORE MAP



MGF Mall - Jaipur



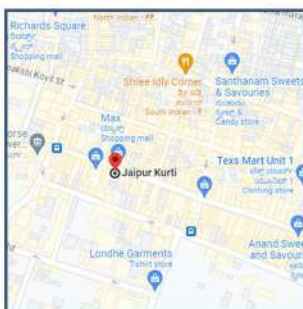
Triton Mall - Jaipur



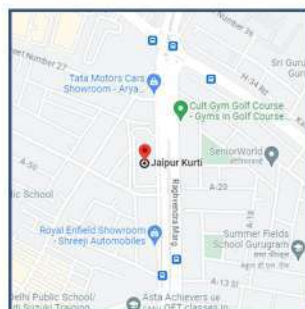
Vaishali Nagar - Jaipur



Vidhyadhar Nagar - Jaipur



Bengaluru - Karnataka



Gurugram - Haryana



Sri Ganganagar - Rajasthan



Kota - Rajasthan



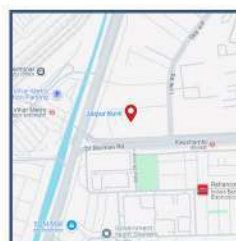
Rajouri Garden, Delhi



Ahmedabad, Gujarat



Ambikapur, Chhattisgarh



Ghaziabad, Uttar Pradesh



Bathinda, Punjab

BUSINESS STRATEGIES

“

Premiumization strategy to play out supported by retail stores and development of our own sales channel.

“

Strengthening our geographical reach through opening of our retail store Pan India.

“

Healthy traction with our online partners resulting in increase of our share at 3rd party sales platforms.

“

Increasing consumer engagement through social media marketing and omnichannel sales.

“

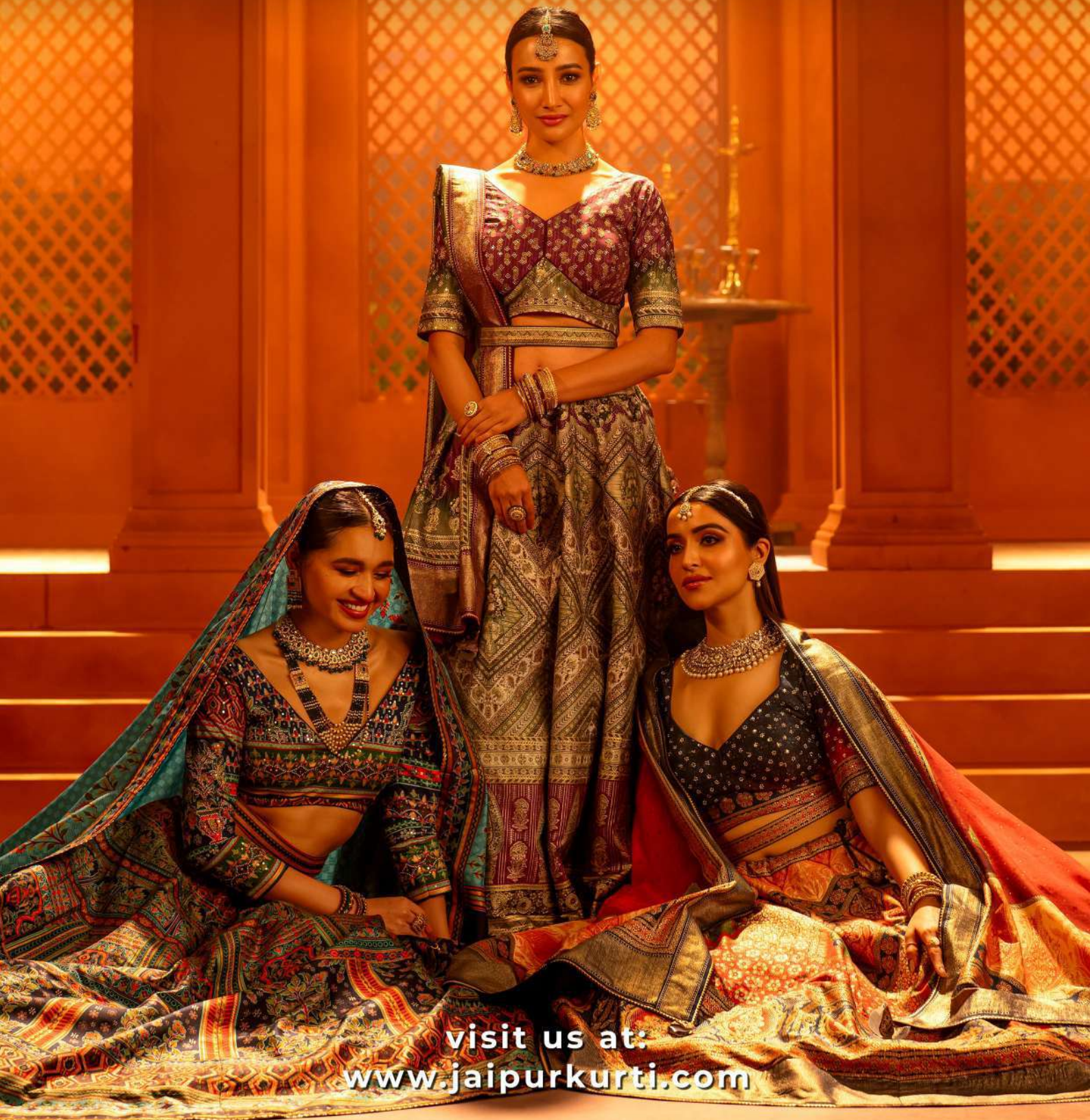
Asset light franchise model to lead our offline expansion in high consumption clusters.

“

Significant potential and space for growth of our Jaipur Kurti brand.

Festive Season

Dazzled with intricate designs and luxurious fabrics,
making every celebration truly special.



visit us at:
www.jaipurkurti.com

Spring Summer Collection

The Spring-Summer Collection bloomed with vibrant prints and airy fabrics, celebrating the season of renewal.



visit us at:
www.jaipurkurti.com



JAIPUR  KURTI


BY JAIPUR KURTI

 Desi Fusion

FOR FURTHER INFORMATION PLEASE CONTACT THE COMPANY:

NANDANI CREATION LIMITED

CIN NO. L18101RJ2012PLC037976

 WWW.JAIPURKURTI.COM

 INFO@JAIPURKURTI.COM

 +91-141-4037596

Manufacturing Units: G-13, KARTARPURA INDUSTRIAL AREA, BAIS GODAM, JAIPUR,
RAJASTHAN, INDIA 302006

The year 2023-24 has been marked by resilience & achievement as we navigated a rapidly evolving market. Our dedication to quality and innovation has not only strengthened our brand but also expanded our reach worldwide.

This year, we embraced new categories & advanced technologies, setting new benchmarks for the industry. I extend my sincere gratitude for your unwavering support. As we look to the future, we remain committed to driving excellence and making a positive impact. Together, we will continue to thrive and excel.

Anuj Mundhra

-ANUJ MUNDHRA
CHAIRMAN & MD