



MIRAJ

DEVELOPERS LIMITED

Registered Office : 1st Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India PIN - 313 001

CIN : U45201RJ2007PLC023939

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting the Members of **MIRAJ DEVELOPERS LIMITED** will be held on Thursday, the 02nd day of April, 2015 at 04:30 PM at the registered office of the Company at 1st Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, PIN - 313 001 to transact the following business:

SPECIAL BUSINESS:

1. Related Party Transaction(s):

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), approval of the members of the Company be and is hereby accorded to the Board of Directors to enter / re-enter into various contracts agreements, arrangements, transactions etc. with related party(ies) for a period effective from 01st April, 2015 to 31st March, 2016; on such terms and conditions as may be agreed by the Board of Directors in the best interest of the Company; upto the maximum amount per annum as prescribed below:

Name of related party	Maximum Amount Per Annum	Nature of transaction
Modest Infra Limited	Rs. 30 Crore	“To do the Job Work or to get the Job Work done, Sale, Purchase or Supply of any goods or materials including capital goods, Selling or otherwise disposing off, or buying, property of any kind, any other transaction of whatever natures”
Unique Affordable Homes Private Limited	Rs. 30 Crore	
Unique Builders And Developers (Ajay)	Rs. 30 Crore	

“FURTHER RESOLVED THAT to give effect to this Resolution the Board of Directors and / or any Committee thereof, if any, be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings related thereto.”



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2. Regularisation of Mr. Kulbir Singh Pasricha as an Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Mr. Kulbir Singh Pasricha, who was appointed as an Additional Director (Independent – Non Executive Director) of the Company by the Board at its meeting held on 28th February, 2015 in terms of Section 161 of the Companies Act, 2013 to hold the office up to conclusion of the next annual general meeting and in respect of whom a notice as per Section 160 of Companies Act 2013 have been received from him in writing proposing his candidature for the office of the Director, be and is here by appointed as an Independent Director of the Company to hold office for a term upto 27th February, 2020, and shall not be liable to retire by rotation.”

3. Regularisation of Mr. Sunil Upadhayay as an Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Mr. Sunil Upadhayay, who was appointed as an Additional Director (Independent – Non Executive Director) of the Company by the Board at its meeting held on 28th February, 2015 in terms of Section 161 of the Companies Act, 2013 to hold the office up to conclusion of the next annual general meeting and in respect of whom a notice as per Section 160 of Companies Act 2013 have been received from him in writing proposing his candidature for the office of the Director, be and is here by appointed as an Independent Director of the Company to hold office for a term upto 27th February, 2020, and shall not be liable to retire by rotation.”



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4. Regularisation of Mr. Mantraraj Paliwal as a Director:

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Pursuant to Provision of section 152 read with Companies (Appointment and Qualification of Director) Rule 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Mantraraj Paliwal, who was appointed as an additional director of the Company by the Board at its meeting held on 28th February, 2015 in terms of Section 161 of the Companies Act 2013 to hold the office up to conclusion of the next annual general meeting and in respect of whom a notice, in terms of section 160 of Companies Act 2013, have been received from him in writing proposing his candidature for the office of the Director, be and is here by appointed as a Director of the Company.”

5. Regularisation of Mr. Sanjay Daya as a Director:

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provision of section 152 read with Companies (Appointment and Qualification of Director) Rule 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Sanjay Daya, appointed as a Additional Director (Professional - Executive Director) of the Company by the Board at its meeting held on 08th December, 2014 in terms of Section 161 of the Companies Act, 2013 to hold the office up to conclusion of the next annual general meeting and in respect of whom a notice as per section 160 of the Companies Act, 2013 have been received from him in writing proposing his candidature for the office of the Director, be and is here by appointed as a Professional - Executive Director of the Company and subject to liable as retire by rotation as per the provisions of the Companies Act 2013.”

**By Order of the Board
For Miraj Developers Limited**

Sd/-

Sanjay Daya

Additional Director

DIN 07037455

Place: Udaipur

Date: 28th February, 2015



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NOTES:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote on a poll, instead of himself and the proxy need not be a member
2. In order to be effective proxy must be deposited with the company duly executed at the registered office at least 48 (forty eight) hours before the scheduled time of the annual general meeting.
3. Members are requested to notify any changes in their address and mandates, if any, immediately at the registered office of the company in writing.
4. Members are requested to bring their copy of the notice with them at the general meeting as no extra copies of notice will be distributed at the meeting venue.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Your Company is engaged in real estate business and doing regular business with various parties including its related party(ies) pertaining to sell, purchase and inter related business as mentioned in resolution no. 1 as and when required basis in its ordinary course of business. However, on the basis of available comparable, these transaction(s) may or may not be on arms' length and requires approval of members of the Company under Section 188 of the Companies Act, 2013.

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned in aforesaid resolution(s) with approval of members by way of a **special resolution**. Hence, the same is for your approval.

Disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given here below for perusal of members:

1. Name of related parties:
 - a. M/s Modest Infra Limited
 - b. M/s Unique Affordable Homes Private Limited
 - c. M/s Unique Builders And Developers (Ajay)



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2. Name of Director or Key Managerial personnel who is related, if any:
 - a. Mr. Madan Lal Paliwal
 - b. Mrs. Sushila Devi Paliwal
 - c. Mantraraj Paliwal
3. Nature of relationship: Related Parties to Miraj Developers Limited
4. Nature, material terms, monetary value and particulars of the contract or arrangement:

Nature of transactions, period of the transactions and monetary value of the transactions are referred in the resolution set out in Resolution no. 1. All transactions would be carried out as part of the business requirement of the Company.
5. Any other information relevant or important for the members to take a decision on the proposed resolution: As given in resolution and explanatory statement

Directors/Promoters of the Company are interested in the proposed resolution to the extent of their directorship and shareholding in the Company, if any.

ITEM NO. 2

Mr. Kulbir Singh Pasricha was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th February 2015 in terms of Section 161 (1) of the Companies Act, 2013 to hold the office upto conclusion of the next annual general meeting and in respect of whom a notice have been received from him in writing proposing his candidature for the office of the Director along with a cheque of Rs. 1,00,000/- (One Lakh Only) in compliance of section 160 of the Companies Act, 2013, for the office of Independent Director to be Appointed as per the provisions of Section 149 of the Companies Act, 2013.

The Board recommends his appointment to share holders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Kulbir Singh Pasricha, to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 3

Mr. Sunil Upadhayay was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th February 2015 in terms of Section 161 (1) of the Companies Act, 2013 to hold the office upto conclusion of the next annual general meeting and in



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respect of whom a notice have been received from him in writing proposing his candidature for the office of the Director along with a cheque of Rs. 1,00,000/- (One Lakh Only) in compliance of section 160 of the Companies Act, 2013, for the office of Independent Director to be Appointed as per the provisions of Section 149 of the Companies Act, 2013.

The Board recommends his appointment to share holders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sunil Upadhaya, to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 4

Mr. Mantraraj Paliwal was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th February 2015 in terms of Section 161 (1) of the Companies Act, 2013 to hold the office upto conclusion of the next annual general meeting and in respect of whom a notice have been received from him in writing proposing his candidature for the office of the Director along with a cheque of Rs. 1,00,000/- (One Lakh Only) in compliance of section 160 of the Companies Act, 2013, for the office of Independent Director to be Appointed as per the provisions of Section 149 of the Companies Act, 2013.

The Board recommends his appointment to share holders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Mantraraj Paliwal, to whom the resolution relates alongwith Mr. Madan Lal Paliwal and Mrs. Sushila Devi Paliwal being relatives of Mr. Mantraraj Paliwal, is interested or concerned in the resolution.

ITEM NO. 5

Mr. Sanjay Daya was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 08th December, 2015 in terms of Section 161 (1) of the Companies Act, 2013 to hold the office upto conclusion of the next annual general meeting and in respect of whom a notice have been received from him in writing proposing his candidature for the office of the Director along with a cheque of Rs. 1,00,000/- (One Lakh Only) in compliance of section 160 of the Companies Act, 2013, for the office of Independent Director to be Appointed as per the provisions of Section 149 of the Companies Act, 2013.

The Board recommends his appointment to share holders for their approval.



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None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sanjay Daya, to whom the resolution relates, is interested or concerned in the resolution.

**By Order of the Board
For Miraj Developers Limited**

Sd/-

**Sanjay Daya
Additional Director
DIN 07037455**

Place: Udaipur

Date: 28th February, 2015

Folio No.	
No. of Shares Held	

ATTENDANCE SLIP

I/We record my/our presence at the Extraordinary General Meeting of the Company on Thursday, the 02nd day of April, 2015 at 04:30 PM at the registered office of the Company at 1st Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, PIN - 313 001

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U45201RJ2007PLC023939
Name of the Company:	Miraj Developers Limited
Registered Office:	1st Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, PIN - 313 001
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No.	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1.	Name		Signature	
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name		Signature	
	Address			
	E-mail id		Signature	
	Or failing him			
3.	Name		Signature	
	Address			
	E-mail id		Signature	
	Or failing him			

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company on Thursday, the 02nd day of April, 2015 at 04:30 PM at the registered office of the Company at 1st Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, PIN - 313 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1.	
2.	
3.	
4.	
5.	

Signed this.....day of.....2015

Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.