



# MIRAJ

## DEVELOPERS LIMITED

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

CIN : U45201RJ2007PLC023939

### NOTICE

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting of the Members of **MIRAJ DEVELOPERS LIMITED** will be held on **Monday, the 26<sup>th</sup> day of September, 2016** at 01:00 P.M. at the Registered Office of the Company situated at 1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand-313301, Rajasthan to transact the following business:-

#### ORDINARY BUSINESS:

##### Item No. 1 - Adoption of Financial Statements:

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016 and the reports of the Directors and Auditors thereon.

##### Item No. 2 - Appointment of Director:

To appoint a director in place of **Mrs. Sushila Devi Paliwal (DIN: 00032517)**, who retires by rotation and being eligible, offers herself for re-appointment

##### Item No. 3 - Ratification and Fixation of Remuneration of Statutory Auditors:

To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Board of Directors, and pursuant to the resolution passed by the members at the 8<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2014 appointed **M/s Jain Nilesh And Company (Firm Registration No. 018943C)**, Chartered Accountants, Udaipur as the Statutory Auditors of the Company to hold office for a period of 4 consecutive years till the conclusion of the 12<sup>th</sup> Annual General Meeting to be held in calendar year 2018, be and is hereby ratified as the statutory auditors of the company, subject to further ratification by the members at every Annual General Meeting of the company held after this meeting.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to fix such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.”



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### SPECIAL BUSINESS:-

#### Item No. 4 - Regularization of Mr. Krishan Nowal (DIN: 07322183) as the Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, if any and rules made there under, Mr. Krishna Nowal (DIN 07322183) who was appointed as an Additional Director of the Company by the Board at its meeting held on 31<sup>st</sup> May, 2016 in terms of Section 161 of the Companies Act 2013, to hold office up to conclusion of the ensuing Annual General Meeting and in respect of whom a notice in writing have been received from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.”

#### Item No. 5:- Regularization of Rajesh Mehta (DIN: 07586158) as the Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, if any and rules made there under, Mr. Rajesh Mehta (DIN: 07586158) who was appointed as an Additional Director of the Company by the Board at its meeting held on 19<sup>th</sup> August, 2016 in terms of Section 161 of the Companies Act 2013, to hold office up to conclusion of the ensuing Annual General Meeting and in respect of whom a notice in writing have been received from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.”

By Order of the Board  
For Miraj Developers Limited

Sd/-  
Krishna Nowal  
Director  
DIN: 07322183  
Miraj Complex, Block-B, Flat 205  
Uper Ki Oden, Nathdwara-313301  
Rajasthan, India

Date: 19.08.2016  
Place: Nathdwara



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### NOTES:

1. **EXPLANATORY STATEMENT:** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item is annexed.
2. **PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

3. **NOTIFICATION BY SHAREHOLDERS:** Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately at the registered office of the company in writing.
4. **INSPECTION OF RECORDS:** Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours. The said Registers shall also be produced at the commencement of annual general meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
5. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of AGM.



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6. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Boards' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company, are being sent with such documents in the electronic form. **As a Shareholder of the Company; you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.**
7. **REGISTRATION OF E-MAIL ADDRESS:** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the company electronically.
8. **CORPORATE MEMBERS:** Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the Annual General Meeting.
9. **ATTENDANCE SLIP:** Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the Annual General Meeting and seek registration before entering the meeting hall.
10. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
11. Route Map showing directions to reach to the venue of the AGM is given at the end of this Annual Report.

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

**Sd/-  
Krishna Nowal  
Director  
DIN: 07322183  
Miraj Complex, Block-B, Flat 205  
Uper Ki Oden, Nathdwara-313301  
Rajasthan, India**

**Date: 19.08.2016  
Place: Nathdwara**



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## DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION AS REQUIRED UNDER SECRETARIAL STANDARD-2

Name of Director	Mrs. Sushila Devi Paliwal	Mr. Krishna Nowal	Mr. Rajesh Mehta
DIN	00032517	07322183	07586158
Date of Birth	08/03/1962	07/12/1983	05/11/1970
Nationality	Indian	Indian	Indian
Qualifications	Under Graduate	Post Graduate/ Master/ Equivalent	Graduate
Expertise in specific Functional Areas	Having vast practical business experience of more than 2 decades	Industrialist/ PGDM/ Executive (HR)	Having vast experience of more than 2 decades in Construction of Projects
Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid	Re-appointment, due to Retire by Rotation	Regularization/ Appointment as Director of the Company	Regularization/ Appointment as the Director of the Company
The remuneration last drawn (March 2016)	Nil	N.A.	N.A.
Date of first appointment on the Board	25/06/2007	31/05/2016	19/08/2016
Shareholding in the Company	5,000 shares	Nil	Nil
Relationship with other Directors, Manager And other Key Managerial Personnel of the Company	Spouse of Mr. Madan Lal Paliwal and Mother of Mr. Mantraraj Paliwal (Directors of Company)	No inter-se relationship	No inter-se relationship
The number of Board Meetings attended during the financial year 2015-16	Eight (8)	N.A.	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Eighteen (18)	Ten (10)	Nil

By Order of the Board  
For Miraj Developers Limited

Sd/-  
Krishna Nowal  
Director  
DIN: 07322183  
Miraj Complex, Block-B, Flat 205  
Uper Ki Oden, Nathdwara-313301  
Rajasthan, India

Date: 19.08.2016  
Place: Nathdwara



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### ANNEXURE TO THE NOTICE OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING

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

##### **Item No. 3:**

Mr. Krishna Nowal (DIN: 07322183), having Qualification of PGDM from AIMA after Commerce Graduation, was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. 31<sup>st</sup> May, 2016 and who holds office up to the conclusion of this Annual General Meeting in respect of whom the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Krishna Nowal for the office of Director.

The Board of Directors recommends his appointment to shareholders for their approval. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, except Mr. Krishna Nowal, to whom the resolution relates, is in any way, concerned or interested in the said resolution.

##### **Item No. 4:**

Mr. Rajesh Mehta (DIN 07586158), having more than 2 decades of experience in construction of projects after completing his Engineering was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. 19<sup>th</sup> August, 2016 and who holds office up to the conclusion of this Annual General Meeting in respect of whom the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Rajesh Mehta for the office of Director.

The Board of Directors recommends his appointment to shareholders for their approval. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.



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None of the Directors, Key Managerial Persons of the Company or their relatives, except Mr. Rajesh Mehta, to whom the resolution relates, is in any way, concerned or interested in the said resolution.

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

**Sd/-**

**Krishna Nowal**

**Director**

**DIN: 07322183**

**Miraj Complex, Block-B, Flat 205**

**Uper Ki Oden, Nathdwara-313301**

**Rajasthan, India**

**Date: 19.08.2016**

**Place: Nathdwara**



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### ATTENDANCE SLIP

CIN:	U45201RJ2007PLC023939
Name of the Company:	<b>Miraj Developers Limited</b>
Registered Office:	1 <sup>st</sup> Floor Miraj Campus Uper Ki Oden, Nathdwara Rajsamand-313301 Rajasthan, India

10<sup>th</sup> Annual General Meeting - 26<sup>th</sup> September, 2016

Folio No.	
No. of shares held	

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the 10<sup>th</sup> Annual General Meeting of the Company on Monday, the 26<sup>th</sup> Day of September, 2016 at 01:00 P.M. at the registered office of the Company at 1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand-313301, Rajasthan, India

.....  
Name of Member / Proxy  
(in BLOCK letter)

.....  
Signature of Member / Proxy

**NOTE:** Please fill up this attendance slip and hand it over at the entrance of meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



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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:	<b>Miraj Developers Limited</b>
Registered Office:	1 <sup>st</sup> Floor Miraj Campus, Uper Ki Oden Nathdwara, Rajsamand-313301 Rajasthan, India
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		
	Address		
	E-mail id		Signature
	Or failing him		
2.	Name		
	Address		
	E-mail id		Signature
	Or failing him		
3.	Name		
	Address		
	E-mail id		Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company on Monday, the 26<sup>th</sup> Day of September, 2016 at 01:00 P.M. at the registered office of the Company at 1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand-313301, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1.	
2.	

Signed this.....day of.....2016

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.



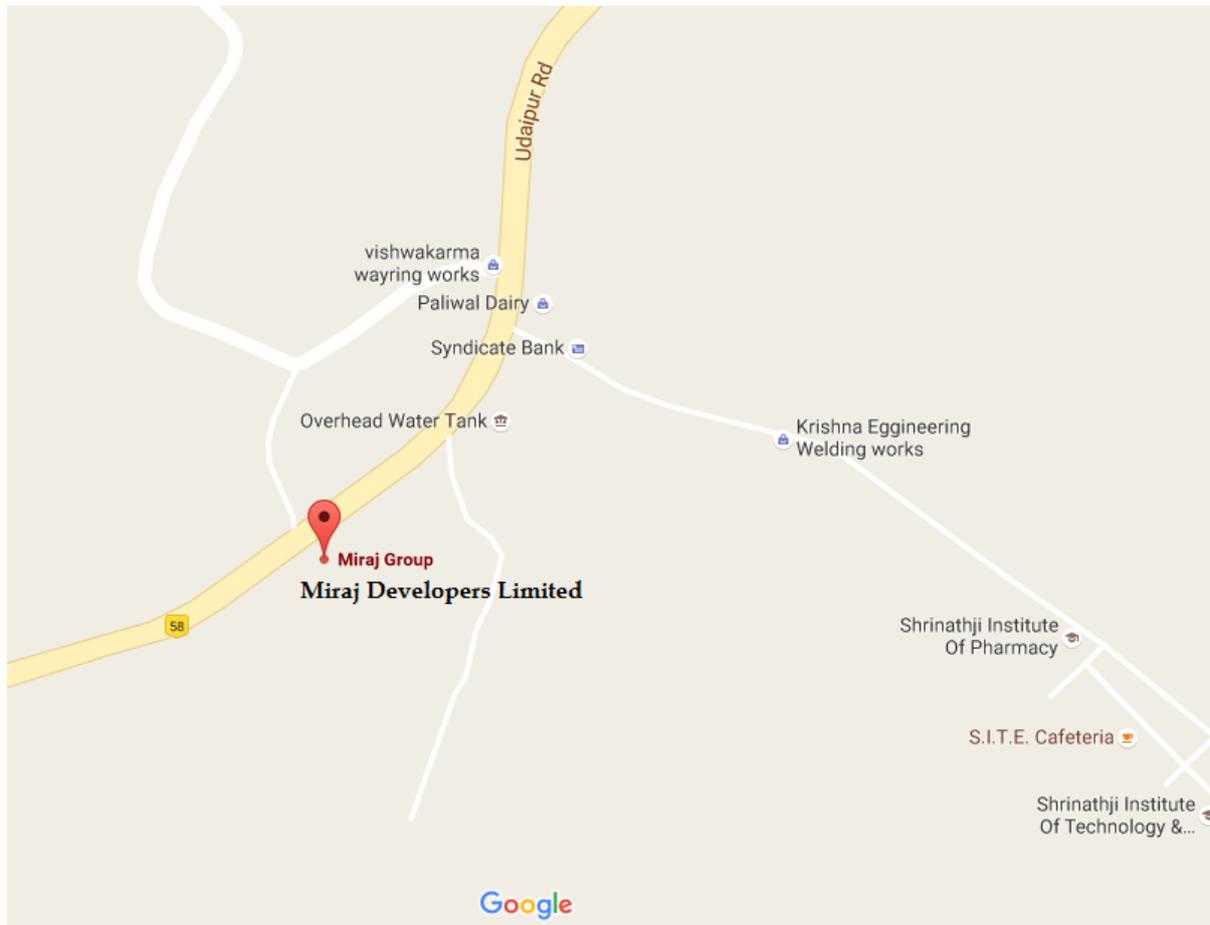
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## Route Map of the venue of the 10<sup>th</sup> Annual General Meeting of Miraj Developers Limited



**Miraj Developers Limited**  
1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden  
Nathdwara, Rajsamand-313301  
Rajasthan, India

If undelivered,  
Please return to Registered Office of the Company at:  
**Miraj Developers Limited**  
1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden  
Nathdwara, Rajsamand-313301  
Rajasthan, India

[f/mirajgroup](#) • [www.mirajdevelopers.com](http://www.mirajdevelopers.com)

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