



MIRAJ

DEVELOPERS LIMITED

Registered Office : 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India PIN - 313 301
CIN : U45201RJ2007PLC023939

NOTICE

Notice is hereby given that the **1st Extra-Ordinary General Meeting of 2017** of the members of **Miraj Developers Limited** is scheduled to be held on **Friday the 10th day of February, 2017 at 11:00 A.M.** at the registered office of the company situated at **1st Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand - 313301, Rajasthan, India** to transact the following business:

SPECIAL BUSINESS:

1. SUBSTITUTION OF THE HEADINGS OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT consent of the members be and is hereby accorded for:-

- i. Substituting / replacing / amending the existing heading of the Memorandum of Association in the manner as mentioned below:-**

**(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
OF
MIRAJ DEVELOPERS LIMITED
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

- ii. Substituting / replacing / amending the existing heading of the Articles of Association in the manner as mentioned below:-**

**(THE COMPANIES ACT, 2013)
ARTICLES OF ASSOCIATION
OF
MIRAJ DEVELOPERS LIMITED
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds,



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matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto.”

2. SUBSTITUTION / ALTERATION IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 read with Rules made there under and all other applicable provisions, if any, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) from the competent authorities, the consent of the Members be and is hereby accorded for substitution / alteration in the Memorandum of Association of the Company as follows:

- i. By replacing the existing heading of Clause III (A), i.e, **“The main objects to be pursued by the Company on its incorporation are”** with the new heading **“The objects to be pursued by the Company on its incorporation are”** to be in line with the provisions of Table A to Schedule I of Companies Act, 2013.
- ii. By inserting / appending the following sub-clause 4 after the existing sub-clauses 1 to 3 of Clause III(A) of the Memorandum of Association of the Company:-
 4. **To carry on the business of dealers, retailers, importers, exporters, consultants, investment advisors, c & f agents, commission agents, selling agents, purchasing agents, distribution agent, assemblers, dealers, distributors, developers, brokers, buyers and sellers, suppliers either directly or indirectly, deal in all kinds of movable and immovable properties, goods and rights attached thereto, to invest in any shares, stocks, debentures, derivatives, commodities and all kinds of securities etc.**



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- iii. By replacing the existing heading of Clause III (B), i.e, **“The Objects Incidental Or Ancillary To The Attainment Of The Main Objects”** with the new heading **“Matters Which Are Necessary For Furtherance Of The Objects Specified In Clause III (A)”** to be in line with the provisions of Table A to Schedule I of Companies Act, 2013.
- iv. By replacing the words **“Section 3(i)(iii) and 58A of the Companies Act, 1956”** under sub-clause 5 of Clause III (B) with **“the Act.”**
- v. By replacing the existing **sub-clause 13 of Clause III (B)** of the Memorandum of Association with the new sub-clause 13 as given below:-

To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property land, building, easements, machinery, plant and goods and any rights or privileges attached thereto.

- vi. By replacing the existing **sub-clause 28 of Clause III (B)** of the Memorandum of Association with the new sub-clause 28 as given below:-

To makes donations to such persons, body corporate, societies, benevolent funds, charitable institutions, political parties, trusts etc.

- vii. By replacing the existing **sub-clause 30** of Clause III (B) of the Memorandum of Association with the new sub-clause 30 as given below:-

To distribute among the members of the Company dividends, including bonus shares out of profits, accumulated profits, or funds and resources, and distribute any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up, subject to the provisions of the Act.



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- viii. By replacing the existing **sub-clause 31 of Clause III (B)** of the Memorandum of Association with the new sub-clause 31 as given below:-

To carry out the activities as principals, agents, contractors etc. and to establish the branches or appoint agencies for or in connection with any of the objects of the Company, through any subsidiary Company or Companies, and to enter into any arrangement, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangement.

- ix. By inserting / appending the following sub-clauses 33 to 35 after the existing sub-clauses 1 to 32 of Clause III (B) of the Memorandum of Association:-

33. To lend and advance money or property with or without security or to give credit to such persons, body corporate, societies etc. and upon such terms as may seem expedient and as the Company may approve and in particular to customers, business, associates, contractors, consultants and persons having dealing with the Company and to guarantee the performance of any contract or obligation, to give guarantees and indemnities provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

34. To carry on the business in cement and cement products, ceramic, glass, insulators and all kinds of building materials and manufacture, fabricate, assemble, maintain, buy, sell, import, export or otherwise deal in doors, windows, fixtures, fittings, tiles all kinds of sanitary ware, pipes etc.

35. To carry on business of advertisements and publicity agents in newspapers, magazines, hoardings, books, screens, slides, radio, television, films, walls, buses, railways and other transport vehicles and public places, audio visual display, manufacture advertising devices and to publish or advertise the same through any media.



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- x. By deleting the existing **Clause III (C) (i.e. Other Objects)** consisting of sub-clauses 1 to 49 of the Memorandum of Association.

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto.”

3. AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to provisions of Sections 4 and 13 of the Companies Act, 2013 read with rules made there under and all other applicable provisions, if any, the existing **Clause IV (i.e. the Liability Clause)** of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

IV. “The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto.”

4. ADOPTION OF NEW SET OF ARTICLES:

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

“RESOLVED THAT pursuant to provisions of Sections 5 and 14 of the Companies Act, 2013 read with Rules made there under and all other applicable provisions, if any, the Articles of Association of the Company be



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and are hereby altered by replacing all the existing regulations 1 to 65 with the new regulations 1 to 88 and adopted as the Articles of Association of the Company.

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

**Name
Designation
DIN
Address**

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

**Date: 02/01/2017
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 extra-ordinary meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.



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5. A copy of Memorandum and Articles of Association of the Company showing the proposed changes is available for inspection of the members at the Company's registered office on any working day during business hours. Further, the amended copies of Memorandum and Articles of Association can be made available to the concerned member on demand and shall also be placed in the ensuing Extra-Ordinary General Meeting for the purpose of verification by members.
6. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there under, 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 and 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 General Meetings.
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 Extra-General Meeting and seek registration before entering the meeting hall.
10. Route Map showing directions to reach the venue of the EGM is given at the end.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

In order to comply with the adoption of Table A and Table F of Schedule I of Companies Act, 2013 and the applicable provisions, if any, the company needs to modify the headings of Memorandum and Articles of Association by inserting **“The Companies Act, 2013”** in the heading and such modification is carried out to give effect to the provisions of Companies Act, 2013.

A copy of Memorandum and Articles of Association of the Company showing the proposed changes is available for inspection of the members at the Company's registered office on any working day during business hours. Further, the amended copies of Memorandum and Articles of Association can be made available to the concerned member on demand and shall also be placed in the ensuing Extra-Ordinary General Meeting for the purpose of verification by members.

Your Directors recommend this resolution for approval of the members and to be passed as a Special Resolution.

None of the Director's, Key Managerial Personnel's and/or their relatives is concerned or anyway interested in this Resolution except to the extent of their respective shareholding, if any.

Item No. 2 and 3

The Board of Directors in its meeting held on 2nd January, 2017 discussed the need of alter the main objects of the Company by appending to the existing objects the business of dealers, retailers, consultancy services etc. in all kinds of movable and immovable properties and investment in various kinds of securities and commodities.

In order to comply with the provisions of Sections 4 and 13 of Companies Act, 2013 read with Rules made there under and other applicable provisions, if any, the Company needs to completely **delete the existing Clause III (C) (i.e. the Other Objects Clause)** and also **modify the headings of Clauses III(A), III(B) and IV (i.e. Objects Clause and Liability**



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Clause) of Memorandum of Association. These modifications in Memorandum of Association are carried out to give effect to the provisions of Companies Act, 2013.

Further, the Company needs to alter some of the clauses of Incidental or Ancillary Objects Clause of Memorandum of Association of the Company to remove references given to the Companies Act, 1956 and also proposes to append three new sub-clauses 33 to 35 to the existing matters specified under Clause (III) B of the Memorandum of Association.

A copy of Memorandum of Association of the Company showing the proposed changes is available for inspection of the members at the Company's registered office on any working day during business hours. Further, the amended copies of Memorandum of Association can be made available to the concerned member on demand and shall also be placed in the ensuing Extra-Ordinary General Meeting for the purpose of verification by members.

In pursuant to Section 13 of the Companies Act, 2013 any changes in the Memorandum of Association requires shareholder's approval by way of a Special Resolution, hence, your Directors recommend this resolution for approval of the members and to be passed as a Special Resolution.

None of the Director's, Key Managerial Personnel's and/or their relatives is concerned or anyway interested in this Resolution except to the extent of their respective shareholding, if any.

Item No. 4

The Existing regulations 1 to 65 of the Articles of Association are proposed to be replaced by the new set of Regulations 1 to 88 which are adopted as per the requirements of Table F of Schedule I of the Companies Act, 2013. The modification in Articles of Association is carried out to give effect to the provisions of Companies Act, 2013.

A copy of Articles of Association of the Company showing the proposed changes is available for inspection of the members at the Company's registered office on any working day during business hours. Further, the amended copies of Articles of Association can be made available to the



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concerned member on demand and shall also be placed in the ensuing Extra-Ordinary General Meeting for the purpose of verification by members.

In pursuant to Section 14 of the Companies Act, 2013 any changes in the Articles of Association requires shareholder's approval by way of a Special Resolution, hence, your Directors recommend this resolution for approval of the members and to be passed as a Special Resolution.

None of the Director's, Key Managerial Personnel's and/or their relatives is concerned or anyway interested in this Resolution except to the extent of their respective shareholding, if any.

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

Sd/-

**Name
Designation
DIN
Address**

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

Date: 02/01/2017

Place: Nathdwara



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ATTENDANCE SLIP

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

1st Extra-Ordinary General Meeting of 2017- 10th February, 2017

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 1st Extra-Ordinary General Meeting of 2017 of the Company on Friday, the 10th Day of February, 2017 at 11:00 A.M. at the registered office of the Company at 1st 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.



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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:	1 st 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 1st Extra-Ordinary General Meeting of 2017 of the Company on Friday, the 10th Day of February, 2017 at 11:00 A.M. at the registered office of the Company at 1st 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.	
3.	
4.	

Signed this.....day of.....2017

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 1st Extra-Ordinary General Meeting of 2017 of Miraj Developers Limited



Miraj Developers Limited
1st 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
1st Floor Miraj Campus, Uper Ki Oden
Nathdwara, Rajsamand-313301
Rajasthan, India

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E : mdl@mirajgroup.in