



# 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 11<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **MIRAJ DEVELOPERS LIMITED** will be held on **Wednesday, the 27<sup>th</sup> day of September, 2017** at 05:30 P.M. at the Registered Office of the Company at 1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 to transact the following business:-

#### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF FINANCIAL STATEMENT (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS:**

To receive, consider and adopt the audited financial statement (including the consolidated financial statements) of the Company for the year ended March 31, 2017 and the reports of the Board of Directors (“the Board”) and Auditors thereon.

#### **2. APPOINTMENT OF DIRECTORS IN PLACE OF RETIRING DIRECTOR:**

To appoint a director in place of **Mr. Madan Lal Paliwal (DIN: 00032564)**, who retires by rotation and, being eligible, offers himself for re-appointment.

#### **3. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Abhishek Gelra & Associates, Chartered Accountants, Rajsamand, (Firm Registration No. 021265C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jain Nilesh And Company, Chartered Accountants, Udaipur, (Firm Registration No. 018943C).”

**“RESOLVED FURTHER THAT** M/s. Abhishek Gelra & Associates, Chartered Accountants, Rajsamand, (Firm Registration No. 021265C), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of 5 years commencing from the conclusion of this 11<sup>th</sup> Annual General Meeting till the conclusion of the 16<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual



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General Meeting held after this Annual General Meeting) in respect of the financial years beginning April 1, 2017 and ending March 31, 2022.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized: (a) to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Auditors; and (b) to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

Name: **Dipesh Samriya**

Designation: **Company Secretary**

M. No.: **A41568**

Date: 28<sup>h</sup> August, 2017

Place: Nathdwara

Address **3 T 24, Prabhat Nagar Hiran Magri Sector No 5,**

**Udaipur, Rajasthan, India, PIN-313002**



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## NOTES:

1. **EXPLANATORY STATEMENT:** No Special Business has been conducted; therefore provisions of Section 102 relating to Explanatory Statement of the Companies Act, 2013 are not applied.
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, Board's 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.
- 12.** Mr. Madan Lal Paliwal (DIN: 00032564) director retire by rotation and, being eligible, offer himself for re-appointment at the AGM. A brief details/resume of the said director is given below:





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

Name of Director	Mr. Madan Lal Paliwal
DIN	00032564
Date of Birth	10/07/1959
Nationality	Indian
Qualifications	Post Graduate
Expertise in specific Functional areas	Having vast practical business experience of more than 3 decade
terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Reappointment due to retires by rotation. No remuneration is being proposed / sought to be paid on appointment.
The remuneration last drawn (March, 2017)	Nil
Date of first appointment on the Board	27/02/2007 (Since Incorporation)
Shareholding in the company	Nil*
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mr. Madan Lal Paliwal (Director of the Company)
The number of Meetings of the Board attended during the year (Financial Year 2016-17)	4 (Four)
Other Directorships, Membership / Chairmanship of Committees of other Boards	Directorship: Seventeen (17) and Membership / Chairmanship of Committees of other Boards: Three (3)

\*Mr. Madan Lal Paliwal holding 60,05,000 equity shares as Registered Owner / Equity Shareholder on behalf of Madan Paliwal (Miraj) Family Foundation, the Beneficial Owner and 2,04,000 shares as Karta of Madan Lal Paliwal (HUF), hence given nil here

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

Sd/-

Name: **Dipesh Samriya**

Designation: **Company Secretary**

M. No.: **A41568**

Date: 28<sup>h</sup> August, 2017

Place: Nathdwara

Address **3 T 24, Prabhat Nagar Hiran Magri Sector No 5,**

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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, Rajasthan, India PIN-313301

11<sup>th</sup> Annual General Meeting – 27<sup>th</sup> September, 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 11<sup>th</sup> Annual General Meeting of the Company on Wednesday, the 27<sup>th</sup> Day of September, 2017 at 05:30 P.M. at the registered office of the Company at 1<sup>st</sup> Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301

.....  
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, Rajasthan, India PIN-313301
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 11<sup>th</sup> Annual General Meeting of the Company on Wednesday, the 27<sup>th</sup> day of September, 2017 at 05:30 P.M. at the registered office of the Company at 1st Floor Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India PIN-313301 and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	ADOPTION OF FINANCIAL STATEMENT (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS			
2	APPOINTMENT OF DIRECTORS IN PLACE OF RETIRING DIRECTOR			
3	APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY			

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

.....  
Signature of Member

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

Affix  
revenue  
stamp of not  
less than Re.  
1/-

**Notes:**

1. This form of proxy, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



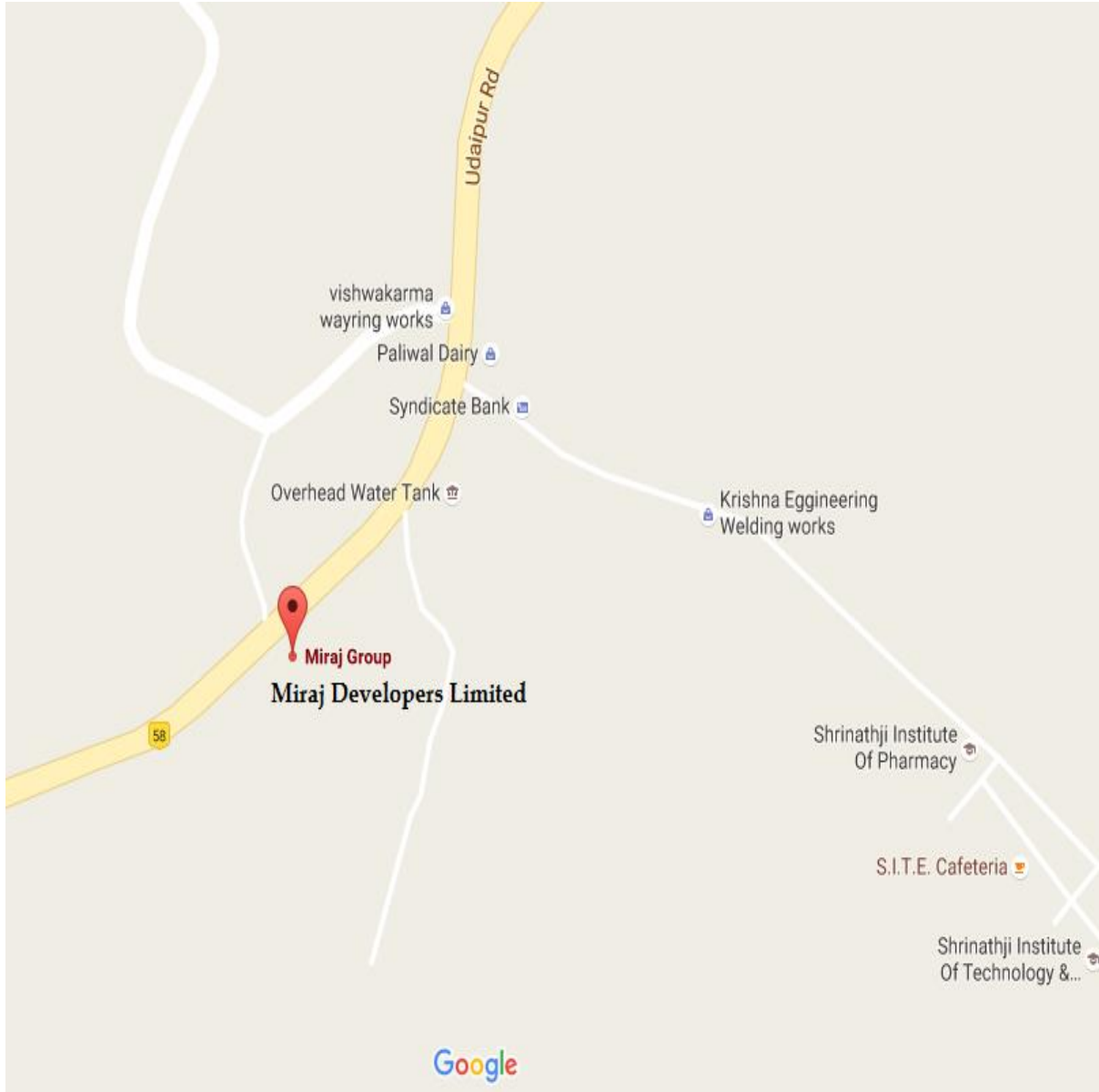


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## Route Map of the venue of the 11<sup>th</sup> Annual General Meeting of Miraj Developers Limited



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

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, Rajasthan, India PIN-313301