



MIRAJ DEVELOPERS LIMITED

CIN : U45201RJ2007PLC023939

-  REGISTERED OFFICE
1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara,
Rajsamand, Rajasthan, India, PIN-313301
-  1800 120 3699
-  www.mirajdevelopers.com

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting (“AGM” or “Meeting”) of the Members of **MIRAJ DEVELOPERS LIMITED** (“Company” or “Your Company” or “MDL”) will be held on Monday, the 30th day of November, 2020 at 12:00 P.M. at the Registered Office of the Company at 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 to transact the following business:

ORDINARY BUSINESS:

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

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors (“the Board”) and Auditors thereon.

2. APPOINTMENT OF DIRECTORS IN PLACE OF RETIRING DIRECTOR:

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

SPECIAL BUSINESS:

3. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after called "the Board" which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its



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powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to 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 entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

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

Sd/-

Name: **Dipesh Samriya**

Designation: **Company Secretary**

Membership No.: **A41568**

Date: **26th October, 2020**

Place: **Nathdwara**

Address: **3 D 1, Prabhat Nagar, Hiran Magri, Sector 5,
Udaipur, Rajasthan, India, PIN-313002**



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NOTES:

1. **EXPLANATORY STATEMENT:**

The Explanatory Statement pursuant to sub-section (1) of section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

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. **PHYSICAL SHARE(S) TO DEMATERIALISE:**

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Registrar & Share Transfer Agents (Bigshare Services Private Limited, Mumbai) for assistance in this regard.

4. **SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:**

Shareholders holding shares in physical mode are requested to –

- a. Opt for Dematerialization of their shareholding through NSDL of the SEBI registered Depository Participant.
- b. Avail nomination facility in respect of their shareholding in the Company by submitting Nomination Form SH-13 prescribed pursuant to the provisions of Section 72 of the Companies Act, 2013.



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- c. Contribute to the cause of Green Initiative by registering their e-mail addresses, thereby facilitating the Company to send them by way of an e-mail, copies of Notice/s, Annual Report etc.
- d. Submit a notarized copy of their PAN Card, with a view to comply with KYC norms.

5. NOTIFICATION BY SHAREHOLDERS:

Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately to Company's and Registrar and Share Transfer Agent ("RTA"). Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc. to their Depository.

6. 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 i.e. from 09:00 a.m. to 06:00 p.m. The said Registers shall also be produced at the commencement of meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

All documents referred to in the Notice (if any) are available for inspection of the members at the Company's registered office on all working days during business hours i.e. from 09:00 A.M. to 06:00 P.M. and shall also be placed in the ensuing AGM for the purpose of verification by members.

7. 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 Statement, Board's Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company and Registrar and Share Transfer Agent, 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.**



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8. 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.

9. 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.

10. 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 / AADHAAR 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.

11. 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.

12. Route Map showing directions to reach to the venue of the AGM is given at the end of this Annual Report.

13. 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:

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

Name of Director	Mr. Madan Lal Paliwal
DIN	00032564
Date of Birth	10/07/1959
Nationality	Indian
Qualifications	Post Graduate



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Expertise in specific Functional areas	Having vast practical business experience of more than 3 decades in Manufacturing, Service and Real Estate Sector.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment / Re-appointment, due to Retire by Rotation. No remuneration is being proposed / sought to be paid on appointment.
The remuneration last drawn	Nil
Date of first appointment on the Board	27/02/2007 (Since Incorporation)
Shareholding in the company	71,79,200 Equity Shares*
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mrs. Sushila Devi Paliwal, Director of the Company and Father of Mr. Mantraraj Paliwal, Director of the Company.
The number of Meetings of the Board attended during the year (Financial Year 2019-20)	Five (5) [Please refer Boards Report for date wise attendance]
Other Directorships, Membership / Chairmanship of Committees of other Boards	Directorship: <ol style="list-style-type: none">1. Miraj Realcon Private Limited2. Shakuntala Synthetics Private Limited3. Miraj Multiservices Limited4. Modest Infra Limited5. Aakaar Buildestate Private Limited6. Pearl Realmart Private Limited7. Miraj Retails Private Limited8. Miraj Hotels Private Limited9. Vermont Resorts Private Limited10. Anoli Holdings Private Limited11. Miraj Projects Limited12. Miraj Business Development Private Limited13. Miraj Miracle Private Limited14. Noida Health Care Training and Placements Private Limited15. Miraj Entertainment Limited16. Tatpadam Upavan



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Chairperson of Corporate Social Responsibility Committee:

1. Tatpadam Upavan
2. Miraj Business Development Private Limited
3. Miraj Entertainment Limited

Member of Nomination and Remuneration Committee:

1. Miraj Entertainment Limited

*Mr. Madan Lal Paliwal, Director of the Company holds 71,79,200 equity shares, comprising of; 11,74,200 equity shares [10.11% of the paid up share capital of the company] as Karta of Madan Lal Paliwal-HUF and 60,05,000 equity shares [51.72% of the paid up share capital of the company] as Registered Owner / Equity Shareholder on behalf of Beneficiaries of Madan Paliwal (Miraj) Family Foundation, the Beneficial Owner(s).

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

Sd/-

Name: **Dipesh Samriya**

Designation: **Company Secretary**

Membership No.: **A41568**

Date: **26th October, 2020**

Place: **Nathdwara**

Address: **3 D 1, Prabhat Nagar, Hiran Magri, Sector 5,**

Udaipur, Rajasthan, India, PIN-313002



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EXPLANATORY STATEMENT:

The following explanatory statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned in the accompanying Notice.

ITEM NO. 3: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/debentures/ bonds etc. raised by its subsidiary company(ies) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 3 for approval of the members of the Company by way of passing a Special Resolution.



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None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

Sd/-

Name: **Dipesh Samriya**

Designation: **Company Secretary**

Membership No.: **A41568**

Date: **26th October, 2020**
Place: **Nathdwara**

Address: **3 D 1, Prabhat Nagar, Hiran Magri, Sector 5,
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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, Rajasthan, India PIN-313301

14th Annual General Meeting

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 14th Annual General Meeting of the Company on Monday, the 30th day of November, 2020 at 12:00 P.M. at the registered office of the Company at 1st 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:	:	Miraj Developers Limited
Registered Office:	:	1 st 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	



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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company on Monday, the 30th day of November, 2020 at 12:00 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:

Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
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			
SPECIAL BUSINESS				
3	APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013			

Signed this.....day of.....2020

.....
Signature of Member

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

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

Notes:

- 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.
- 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.

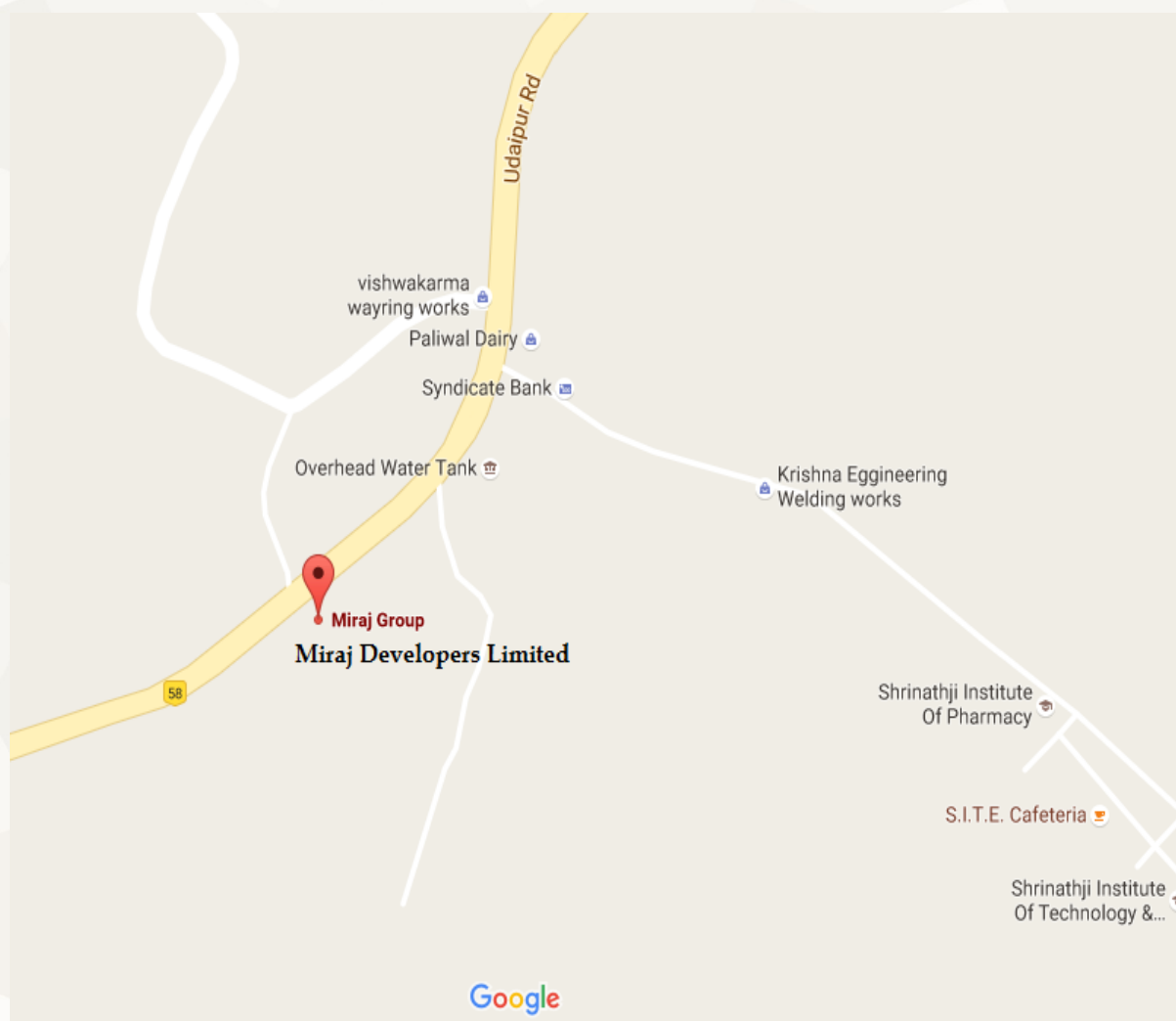


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Route Map of the venue of the 14th Annual General Meeting of Miraj Developers Limited



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**If undelivered,
Please return to Registered Office of the Company at:
Miraj Developers Limited
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Nathdwara, Rajsamand, Rajasthan, India PIN-313301**

www.mirajgroup.in