



**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
OF
01ST
EXTRAORDINARY
GENERAL
MEETING
OF
2023-2024**



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BOARD OF DIRECTORS:

Mr. Madan Lal Paliwal	Director	DIN: 00032564
Mr. Kulbir Singh Pasricha	Independent Director	DIN: 06767577
Mr. Sunil Upadhayay	Independent Director	DIN: 06767593
Mr. Mahesh Kumar Somani	Director	DIN: 01680652
Mr. Vinod Kumar Khawal	Whole-time Director	DIN: 09157471

KEY MANAGERIAL PERSONNEL (KMP):

Mr. Ajit Kumar Oswal	Chief Financial Officer	Membership [ICAI]: 405371
Mr. Ramdev Singh Jetmal	Company Secretary	Membership [ICSI]: F7766

AUDITORS AND THEIR ADDRESS:

M/s. Jain Nilesh and Company
Chartered Accountants (FRN 018943C)
Shop No. 2, Outside Surajpole, Opposite Shree Bhavan
Fateh Memorial, Udaipur, Rajasthan, India, PIN-313001

REGISTERED OFFICE OF THE COMPANY:

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

CIN: U45201RJ2007PLC023939	TELEPHONE: 1800 120 3699	E-MAIL: cs@mirajgroup.in	WEBSITE: www.mirajdevelopers.com
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REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited:

Head Office:
S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura
Centre, Mahakali Caves Road, Andheri (East) Mumbai-
400093.
Tel. No. 022-62638200, 62638222
e-Mail: investor@bigshareonline.com,
Website: www.bigshareonline.com

Branch Office:
302 Kushal Bazar, 32-33, Nehru Place,
New Delhi-110019
Contact Person: Mr. Mukesh Kumar
Tel.: 011-42425004, 47565852
e-Mail: bssdelhi@bigshareonline.com
Website: www.bigshareonline.com



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BOARD LEVEL COMMITTEES:

Audit Committee:

- Mr. Sunil Upadhayay - Chairman / Independent Non-Executive Director
- Mr. Kulbir Singh Pasricha - Member / Independent Non-Executive Director
- Mr. Mahesh Kumar Somani - Member / Non-Promoter Non-Executive Director

Nomination and Remuneration Committee:

- Mr. Kulbir Singh Pasricha - Chairman / Independent Non-Executive Director
- Mr. Sunil Upadhayay - Member / Independent Non-Executive Director
- Mr. Mahesh Kumar Somani - Member / Non-Promoter Non-Executive Director

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01 st Extraordinary General Meeting of 2023-2024	
Day	: Wednesday
Date	: 23 rd August, 2023
Time	: 12:00 P.M.
Venue [Registered Office]	: 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301



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NOTICE OF 01ST EXTRAORDINARY GENERAL MEETING OF 2023-2024

NOTICE is hereby given that the 01st Extraordinary General Meeting of 2023-2024 (“EGM” or “Meeting”) of **Miraj Developers Limited (“MDL” or “Company”)** will be held on **Wednesday**, the **23rd** day of **August, 2023** 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 Special business:

1. TO GIVE / PROVIDE CORPORATE GUARANTEE AND SECURITY TO STATE BANK OF INDIA, SME BRANCH, UDAIPUR:

To consider and if thought fit, to pass with or without modification(s) the following resolution 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 (Meeting of Board and its Powers) Rules 2014, 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 give corporate guarantee and provide security to the extent of Rs. 6,32,00,000/- (Rupees Six Crore Thirty Two Lakhs Only) in favour of State Bank of India, SME Branch, Udaipur in connection with the Credit Facility/ies to be availed / taken by Miraj Multi Colour Private Limited [CIN: U22121RJ1995PTC009437] (hereinafter to be referred as ‘borrowing company’), a company in which the director/s of the company is/are interested.

RESOLVED FURTHER THAT the above referred credit facility/ies only be utilised for principal business activities of the borrowing company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid guarantee and security and to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

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

Name: **Ramdev Singh Jetmal**
Designation: **Company Secretary**
Membership No.: **F7766**

Date: **15th June, 2023**
Place: **Uper Ki Oden**

Address: **Flat No. 303, Miraj Complex, Uper Ki Oden,
Nathdwara, Rajsamand, Rajasthan, India, PIN-313301**



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NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), with respect to the business under Item No. 1 forms part of this Notice.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.**
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.**
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members / Proxies / Authorised Representatives attending meeting are requested to sign the attendance register kept at the meeting.

During the period beginning 24 hours before the time fixed for the commencement of 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 i.e. from 09:00 A.M. to 05:00 P.M.

7. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 A.M. and 01:00 P.M. upto the date of the Extraordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. 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 and Share Transfer Agent for assistance in this regard.



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9. Shareholders holding shares in physical mode are requested to –
 - a. Opt for Dematerialization of their shareholding through any of the SEBI registered Depository Participant of National Securities Depository Limited (NSDL).
 - 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.
 - 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 self-attested copy of their PAN Card, if not submitted earlier, with a view to comply with KYC norms.
10. Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately to Company or Registrar and Share Transfer Agent. 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.
11. Route-map to the venue of the Meeting is provided at the end of the Notice.

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

Name: **Ramdev Singh Jetmal**
Designation: **Company Secretary**
Membership No.: **F7766**

Date: **15th June, 2023**
Place: **Uper Ki Oden**

Address: **Flat No. 303, Miraj Complex, Uper Ki Oden,
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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned at Item No. 1 of the accompanying Notice.

ITEM NO. 1:

Miraj Multi Colour Private Limited (hereinafter referred as "borrowing company" or "MMCPL") having CIN: U22121RJ1995PTC009437 is a private limited company incorporated under the Companies Act, 2013 and engaged in the business of Manufacturing of Stationery Products as well as Manufacturing of Packaging Cartons Box, etc. It is one of India's leading stationery, printing and packaging solutions provider and aspire to constantly deliver high value and always keep the customer first in all actions and plans. The borrowing company is promoted by Mr. Madan Lal Paliwal, Promoter / Director of Miraj Developers Limited and growing rapidly. To achieve new heights and to expand business and operations, the MMCPL is borrowing money from its Banker. In this regards the Company has received request from the borrowing company to extend them corporate guarantee and provide security in connection with the loans / credit facilities to be availed / taken by them from State Bank of India, SME Branch, Udaipur.

As per the provisions of Section 185 of the Companies Act, 2013, 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 (a) approval of the shareholders of the Company is obtained by way of passing a Special Resolution; and (b) the loans are utilised by the borrowing company for its principal business activities and requisite disclosures are made in the Explanatory Statement. As the director of your company, Mr. Madan Lal Paliwal is interested by way of Shareholding in the borrowing Company, the provisions of section 185 of the Companies Act, 2013 will attract.

As the borrowing company is borrowing monies by way of various credit facility/ies ("Fund Base Facility / Limits") from State Bank of India, SME Branch, Udaipur ('the Bank') for which they have sought corporate guarantee and collateral security from your Company to the extent of Rs. 6,32,00,000/- (Rupees Six Crores Thirty Two Lakhs Only). The said credit facility/ies shall be utilized for principal business activities of the borrowing company. The Corporate Guarantee will be provided by the way of equitable mortgage on the properties of the Company situated at Office No. 701 to 706, Unique Destination, Opp. Times of India office, Laxmi Mandir Tiraha, Tonk Road, Jaipur having Built up Area - 2127 Sq. Feet with exclusive right to use common area at the seventh floor and Commercial Office No. 707 to 711, Unique Destination, Opp. Times of India office, Laxmi Mandir Tiraha, Tonk Road, Jaipur having Built up Area – 2170.25 Sq. Feet with exclusive right to use common area at the seventh floor as collateral security in favour of the Bank.

The shareholders' approval under section 186 of the Companies Act, 2013 for making investments / extending loans and giving guarantees or providing securities in connection with loans have already been taken through special resolution in their 15th Annual General Meeting held on 22nd November, 2021.



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Mr. Madan Lal Paliwal being Director cum Shareholder and his relatives being shareholders are concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Therefore the said special resolution under item no. 1 of the accompanied Notice is recommended by the Board of Directors for the approval of the members.

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

Name: **Ramdev Singh Jetmal**
Designation: **Company Secretary**
Membership No.: **F7766**

Date: **15th June, 2023**
Place: **Uper Ki Oden**

Address: **Flat No. 303, Miraj Complex, Uper Ki Oden,
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ATTENDANCE SLIP

01st Extraordinary General Meeting of 2023-2024 dated 23rd August, 2023

Folio No.	:	
Name of First named Member / Proxy / Authorised Representative	:	
Name of Joint Member(s), if any:	:	
No. of shares held	:	

I/we certify that I/we am/are member(s) / proxy / authorised representative for the member(s) of the Company.

I/we hereby record my/our presence at the 01st Extraordinary General Meeting of 2023-2024 of the Company on Wednesday, the 23rd day of August, 2023 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

.....
Signature of First holder / Proxy / Authorised Representative

.....
Signature of 1st Joint holder

.....
Signature of 2nd Joint holder

Note(s):

- Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
- Only shareholders of the Company and/or their Proxy and/or their Authorised Representative will be allowed to attend the Meeting.
- Members are requested to bring their copies of the Notice to the Meeting.



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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]

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 01st Extraordinary General Meeting of 2023-2024 of the Company on Wednesday, the 23rd day of August, 2023 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:



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Resolution No.	Resolution(s)	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
SPECIAL BUSINESS				
1	TO GIVE / PROVIDE CORPORATE GUARANTEE AND SECURITY TO STATE BANK OF INDIA, SME BRANCH, UDAIPUR			

Signed this.....day of....., 2023

Affix
Revenue
Stamp

.....
Signature of shareholder

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

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.

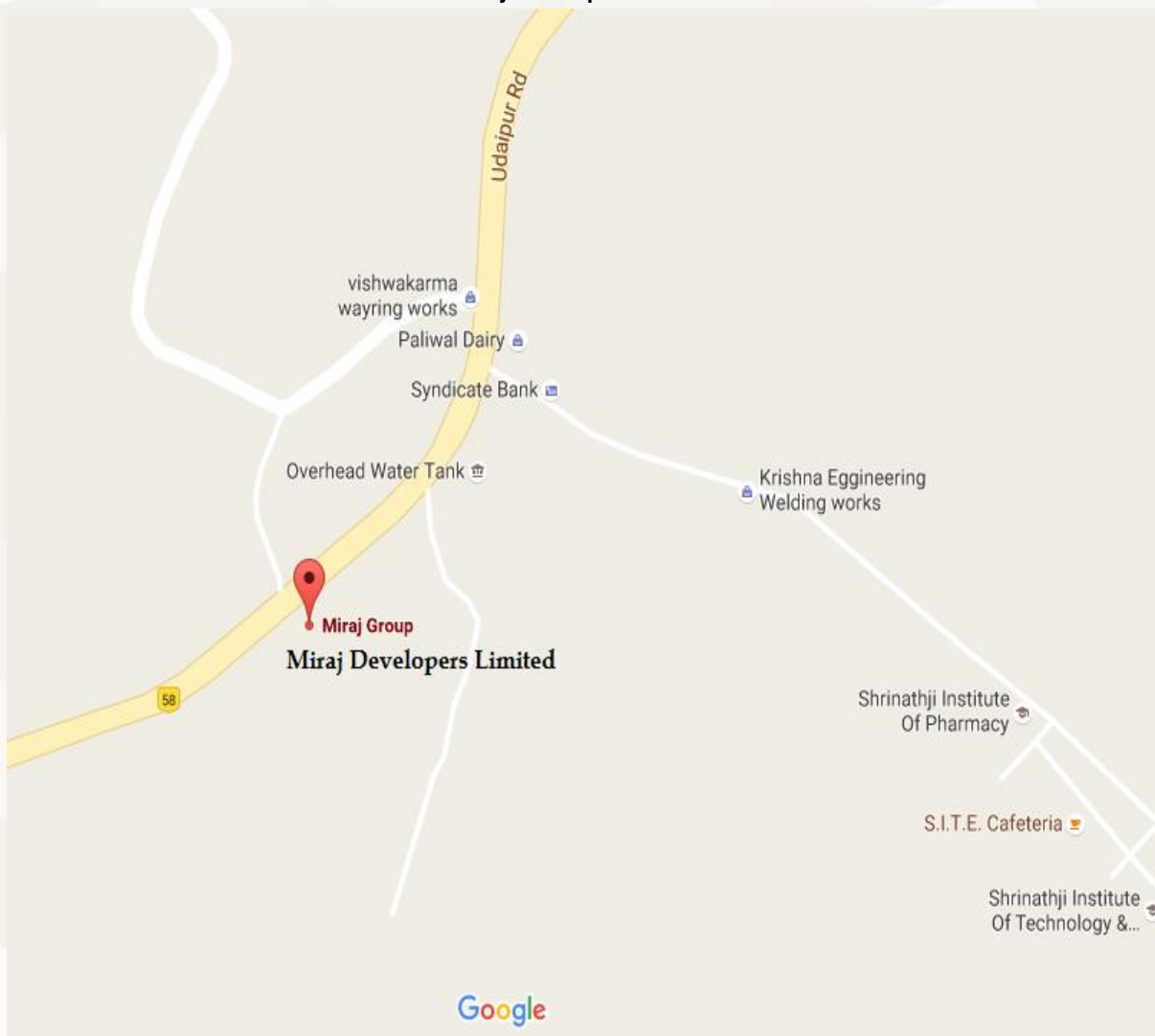


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Route Map of the venue of the 01st Extraordinary General Meeting of 2023-2024 of Miraj Developers Limited



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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