



**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](http://www.mirajdevelopers.com)

**17TH**

**A N N U A L**

**R E P O R T**

**2022 – 2023**



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## BOARD OF DIRECTORS:

Mr. Madan Lal Paliwal	Director	DIN: 00032564
Mr. Kulbir Singh Pasricha	Director	DIN: 06767577
Mr. Sunil Upadhayay	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 Jetmal	Company Secretary	Membership [ICSI]: F7766

## AUDITORS AND THEIR ADDRESS:

M/s Jain Nilesh and Company  
Chartered Accountants (FRN: 018943C)  
Address: 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

<b>CIN:</b>	<b>TELEPHONE:</b>	<b>E-MAIL:</b>	<b>WEBSITE:</b>
U45201RJ2007PLC023939	1800 120 3699	cs@mirajgroup.in	<a href="http://www.mirajdevelopers.com">www.mirajdevelopers.com</a>

## 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](mailto:investor@bigshareonline.com),  
Website: [www.bigshareonline.com](http://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](mailto:bssdelhi@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)



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## BOARD LEVEL COMMITTEES:

### Audit Committee:

Sunil Upadhayay	-	Chairman / Independent Non-Executive Director
Kulbir Singh Pasricha	-	Member / Independent Non-Executive Director
Madan Lal Paliwal	-	Member / Promoter Non-Executive Director

### Nomination and Remuneration Committee:

Kulbir Singh Pasricha	-	Chairman / Independent Non-Executive Director
Sunil Upadhayay	-	Member / Independent Non-Executive Director
Madan Lal Paliwal	-	Member / Promoter Non-Executive Director

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17 <sup>th</sup> Annual General Meeting	
Day	: Saturday
Date	: 30 <sup>th</sup> September, 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 17<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of **Miraj Developers Limited (“MDL” or “Company”)** will be held on **Saturday, the 30<sup>th</sup> Day of September, 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 business:

### **ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. MAHESH KUMAR SOMANI (DIN: 01680652) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

### **SPECIAL BUSINESS:**

- 3. APPOINTMENT OF MR. KAPIL PALIWAL (DIN: 06767593) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors, Mr. Kapil Paliwal (DIN: 09841586), who qualifies for being appointed as an Independent Non-Executive Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01st October, 2023 upto 30th September, 2028.”



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**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient 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.: **A7766**

Date: **29<sup>th</sup> August, 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. No Special Business proposed to be conducted / transacted at the ensuing Annual General Meeting, therefore Statement pursuant to Section 102(1) of the Companies Act, 2013 is not annexed herewith.
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.
7. 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.

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 Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

8. 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 of the company i.e. from 09:00 A.M. to 05:00 P.M. The said Registers shall also be produced at the commencement of Annual General



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Meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

9. 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.
10. 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.
11. 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.
12. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
13. Route-map to the venue of the Meeting is provided at the end of the Notice.
14. Brief details / resume of Mr. Kapil Paliwal (DIN: 06767593), seeking appointment as Independent Non-Executive Director and Mr. Mahesh Kumar Somani (DIN: 01680652), Director retire by rotation and, being eligible, offer himself for re-appointment 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. Mahesh Kumar Somani	Mr. Kapil Paliwal
DIN	01680652	09841586
Date of Birth	20/03/1980	11 September 1990 / 33 Years
Nationality	Indian	Indian



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Qualifications	Chartered Accountant	Post Graduate
Expertise in specific Functional areas	Having vast knowledge and rich experience of more than Sixteen (16) years in the field of Accounts, Finance etc.	Mr. Kapil Paliwal is Post Graduate in Business Administration and is having wide and varied experience of more than 10 years in the field of Accounts and Finance.
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 re-appointment.	Appointment for a term of five consecutive years commencing from 01 <sup>st</sup> October, 2023 upto 30 <sup>th</sup> September, 2028.
The remuneration last drawn	Not Applicable	Not Applicable
Date of first appointment on the Board	01/04/2022	Not Applicable
Shareholding in the company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	There is no inter-se relationship between Mr. Mahesh Kumar Somani and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr. Kapil Paliwal and other members of the Board and Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the year (Financial Year 2022-23)	7 [Seven] [Please refer Board Report for date wise attendance]	Nil
Other Directorships, Membership / Chairmanship of Committees of other Boards	Directorship: Seven (07)	Directorship: 0 (Nil) and
	Chairperson of Committees: One (1)	Chairmanship of Committees: Nil
	Member of Committees: Nil	Membership of Committees: Nil

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

Name: **Ramdev Singh Jetmal**  
Designation: **Company Secretary**  
Membership No.: **A7766**

Address: **Flat No. 303, Miraj Complex, Uper ki Oden  
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Date: **29<sup>th</sup> August, 2023**  
Place: **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. 3 of the accompanying Notice.

### Item No. 3:

Mr. Kapil Paliwal is Post Graduate in Business Administration and is having wide and varied experience of more than 10 years in the field of Accounts and Finance and his working experience and knowledge will be very advantageous and great value to the Company.

Based on the recommendations of the Nomination and Remuneration Committee, given his background, experience and expertise, the Board is of the opinion that Mr. Kapil Paliwal's association would be of immense benefit to the Company and it is, therefore, desirable to appoint him as an Independent Non-Executive Director.

In this context, the Company has received from Mr. Kapil Paliwal (i) declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act; (ii) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

In the opinion of the Board, Mr. Kapil Paliwal fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and the proposed director is independent of the management. Therefore, the Board, based on the recommendation of the Nomination and Remuneration Committee and in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 recommends the appointment of Mr. Kapil Paliwal as an "Independent Non-Executive Director", not liable to retire by rotation for a period of five consecutive years w.e.f. from 01st October, 2023, for the approval of members.

A Copy of the draft letter for appointment of Mr. Kapil Paliwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09:00 A.M. to 06:00 P.M.).

Additional information in respect of Mr. Kapil Paliwal, pursuant to the Secretarial Standard on General



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Meetings (SS-2), is provided in notes to this Notice.

Except Mr. Kapil Paliwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

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

Name: **Ramdev Singh Jetmal**  
Designation: **Company Secretary**  
Membership No.: **A7766**

Date: **29<sup>th</sup> August, 2023**  
Place: **Uper Ki Oden**

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

17<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 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 17<sup>th</sup> Annual General Meeting of the Company on Saturday, the 30<sup>th</sup> day of September, 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 1<sup>st</sup> Joint holder

.....  
Signature of 2<sup>nd</sup> 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 Annual Report 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 at the 17<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 30<sup>th</sup> day of September, 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
<b>ORDINARY BUSINESS</b>				
1	TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 <sup>ST</sup> MARCH, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON			
2	TO APPOINT A DIRECTOR IN PLACE OF MR. MAHESH KUMAR SOMANI (DIN: 01680652) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT			
<b>SPECIAL BUSINESS</b>				
3	APPOINTMENT OF MR. KAPIL PALIWAL (DIN: 06767593) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY			

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

.....  
Signature of shareholder

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

Affix  
Revenue  
Stamp

**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.

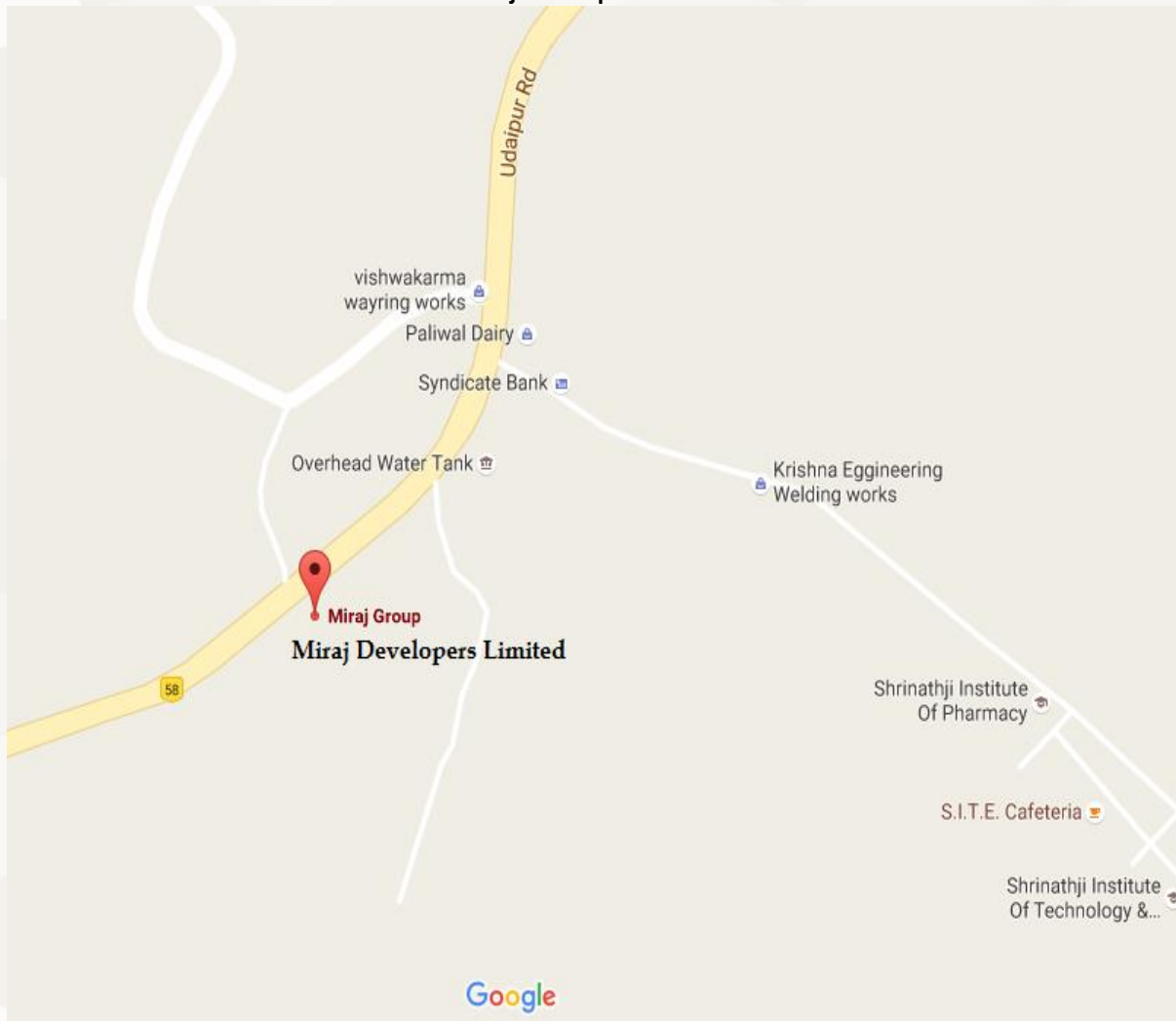


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## Route Map of the venue of the 17<sup>th</sup> Annual General Meeting of Miraj Developers Limited



**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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