



**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
2024-2025**



MIRAJ DEVELOPERS LIMITED

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BOARD OF DIRECTORS:

| | | |
|----------------------------|----------------------|---------------|
| Mr. Madan Lal Paliwal | Director | DIN: 00032564 |
| Mr. Mahesh Kumar Somani | Director | DIN: 01680652 |
| Mr. Kapil Paliwal | Independent Director | DIN: 09841586 |
| Mr. Vinod Kumar Khawal | Whole-time Director | DIN: 09157471 |
| Mrs. Jyotsana Vishnu Joshi | Independent Director | DIN: 06767593 |

KEY MANAGERIAL PERSONNEL (KMP):

| | | |
|----------------------|-------------------------|---------------------------|
| Mr. Ajit Kumar Oswal | Chief Financial Officer | Membership [ICAI]: 405371 |
| Mr. Sumit Sharma | Company Secretary | Membership [ICSI]: A54068 |

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 |
|--------------------------------------|------------------------------------|--|---|

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. Kapil Paliwal | - | Chairman / Independent Non-Executive Director |
| Mrs. Jyotsana Vishnu Joshi | - | Member / Independent Non-Executive Director |
| Mr. Mahesh Kumar Somani | - | Member / Non-Promoter Non-Executive Director |

Nomination and Remuneration Committee:

| | | |
|----------------------------|---|---|
| Mr. Kapil Paliwal | - | Chairman / Independent Non-Executive Director |
| Mrs. Jyotsana Vishnu Joshi | - | 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 2024-2025 | |
|---|---|
| Day | : Wednesday |
| Date | : 30 th October, 2024 |
| 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 2024-2025

NOTICE is hereby given that the 01st Extraordinary General Meeting of 2024-2025 (“EGM” or “Meeting”) of **Miraj Developers Limited (“MDL” or “Company”)** will be held on **Wednesday, the 30th day of October, 2024** 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 APPROVE ALTERATION IN THE OBJECT 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 as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Registrar of Companies, approval of the Company be and is hereby accorded for alteration in the object clause of the Memorandum of Association of the Company by inserting / appending the following sub-clauses 12 and 13 after the existing sub-clause 11 of Clause III (A) of the Memorandum of Association (MOA) of the Company:

12. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, trading, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, high grade lime stone (gitti), marble, granite, soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rock phosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied



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materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

13. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally to deal in cement, portland cement, alumina cement, white and coloured cement, lime and limestone, plaster of Paris, kankar and or by-products thereof and building materials, generally, non-ferrous, metals, ferro-alloys; and in connection therewith, to acquire, erect, construct, establish, operate and maintain factories, crushing and screening plants, mines and quarries, workshops and other works.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

Sd/-

Name: **Sumit Sharma**

Designation: **Company Secretary**

Membership No.: **A54068**

Address: **21-A, Green Park Colony, Chhabra,
Dist-Baran, Rajasthan, India, PIN-325220**

Date: **01st October, 2024**

Place: **Uper Ki Oden**



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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.



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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 06:00 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 09:00 A.M. and 06:00 P.M. upto the date of the Extraordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.

Further, the amended copies of Memorandum of Association can be made available to the concerned member on demand.

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.
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.



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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**

Sd/-

Name: **Sumit Sharma**

Designation: **Company Secretary**

Membership No.: **A54068**

Date: **01st October, 2024**

Place: **Uper Ki Oden**

Address: **21-A, Green Park Colony, Chhabra,**

Dist-Baran, Rajasthan, India, PIN-325220



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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:

In order to make the main object clause of the Memorandum of Association (MOA) more comprehensive and to include other activities to be undertaken by Company i.e. business of prospecting, exploring, operating and working on mines, quarries and do such incidental activities like set, crush, smelt, manufacture, process, excavate, dig, break the substance procured from mines, quarries and to buy, sell, import, export, trading, supply, or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, high grade lime stone (gitti), marble, granite, soils, etc.,

Along with the above Company is also want to includes in it's main object other business activities such as produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally to deal in cement, portland cement, alumina cement, white and coloured cement, lime and limestone, plaster of Paris, kankar and or by-products thereof and building materials.

To enable the company to commence the business activities as mentioned in the notice, it is proposed to amend / alter the Object Clause of the Memorandum of Association of the Company, by the insertion of sub-clauses 12 and 13 after the existing sub-clause 11 as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies.

Pursuant to provisions of section 13 of the Companies Act, 2013, Alteration in the Object Clause requires the approval of the Company by way of a special resolution hence the proposed alteration in the object clause of the Memorandum of Association of the Company is put before the member for approval, as mentioned in agenda item no. 1 of this Notice.



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A copy of the existing and altered MOA will be available for inspection at the EGM and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours at the registered office of the Company.

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, if any, in the Company.

The Board of Directors of the Company recommends the Resolution as set out at item No. 1 in the accompanied Notice for approval of the shareholders by way of Special Resolution.

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

Sd/-

Name: **Sumit Sharma**

Designation: **Company Secretary**

Membership No.: **A54068**

Address: **21-A, Green Park Colony, Chhabra,
Dist-Baran, Rajasthan, India, PIN-325220**

Date: **01st October, 2024**

Place: **Uper Ki Oden**



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ATTENDANCE SLIP 01st Extraordinary General Meeting of 2024-2025

| | | |
|---|---|--|
| 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 2024-2025 of the Company on Wednesday, the 30th day of October, 2024 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):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy and/or their Authorised Representative will be allowed to attend the Meeting.
3. 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 2024-2025 of the Company to be held on Wednesday, the 30th day of October, 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 APPROVE ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY | | | |

Signed this.....day of....., 2024

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.

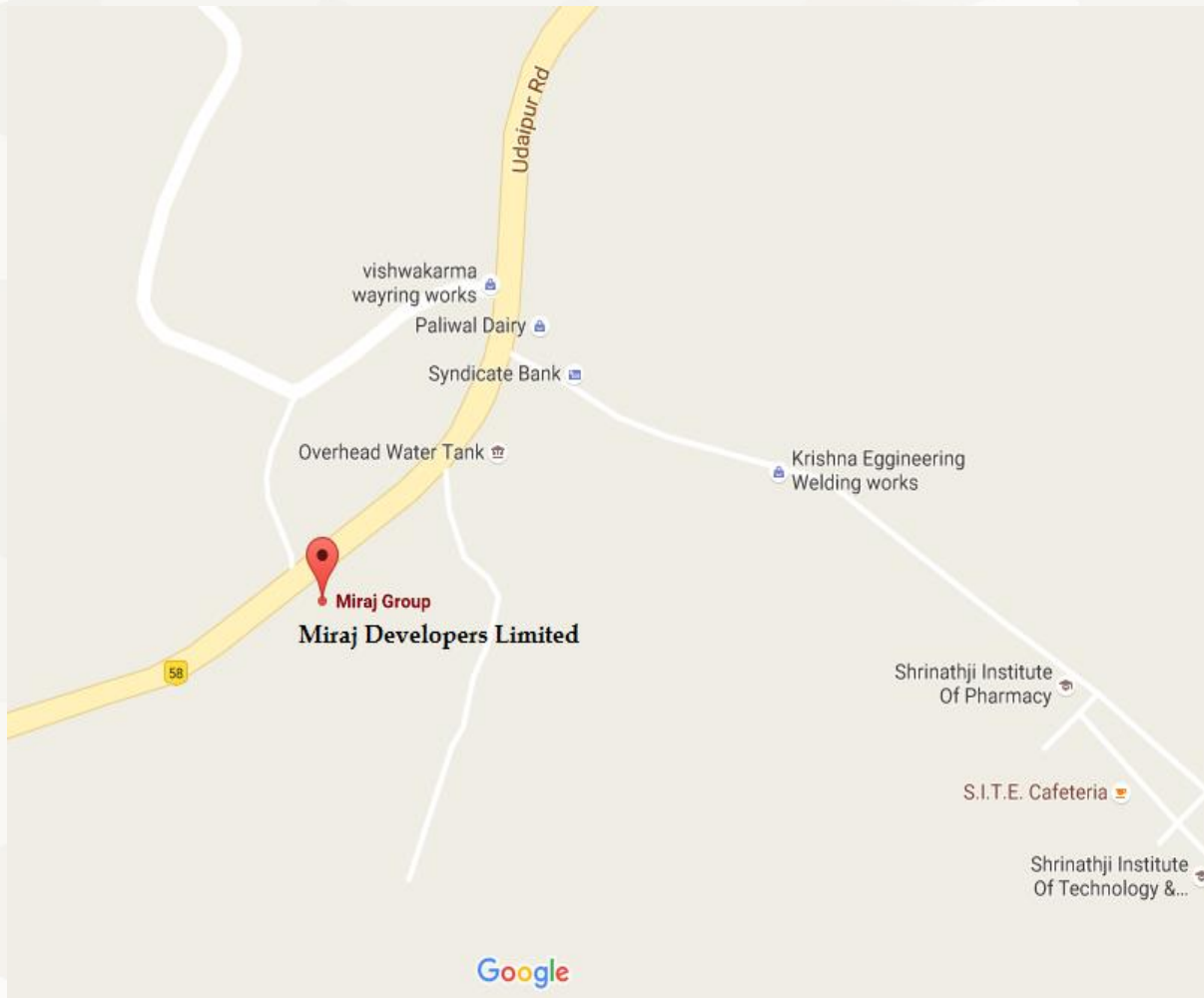


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Route Map of the venue of the 01st Extraordinary General Meeting of 2024-2025 of Miraj Developers Limited



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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Nathdwara, Rajsamand, Rajasthan, India PIN-313301