



**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
02ND EXTRAORDINARY GENERAL
MEETING
OF 2023-24 OF EQUITY
SHAREHOLDERS
OF
MIRAJ DEVELOPERS LIMITED
("COMPANY")**



MIRAJ DEVELOPERS LIMITED

CIN : U45201RJ2007PLC023939

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

 1800 120 3699

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BOARD OF DIRECTORS:

| | | |
|---------------------------|----------------------|---------------|
| Mr. Madan Lal Paliwal | Director | DIN: 00032564 |
| Mr. Kulbir Singh Pasricha | Independent Director | DIN: 06767577 |
| Mr. Kapil Paliwal | Independent Director | DIN: 09841586 |
| 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 |
| Mrs. Manali Jain | Company Secretary | Membership [ICSI]: A60321 |

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

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| 02 nd Extraordinary General Meeting of 2023-24 of Equity Shareholders | |
|----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| Day | : Monday |
| Date | : 11 th March, 2024 |
| Time | : 04:00 P.M. |
| Venue [Registered Office] | : 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |



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NOTICE OF 02ND EXTRAORDINARY GENERAL MEETING OF 2023-24 OF EQUITY SHAREHOLDERS

NOTICE is hereby given that the 02nd Extraordinary General Meeting of 2023-24 of Equity Shareholders (“EGM” or “Meeting”) of **Miraj Developers Limited (“MDL” or “Company”)** will be held on **Monday, the 11th day of March, 2024** at 04:00 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 CONSIDER AND APPROVE THE SCHEME OF AMALGAMATION UNDER SECTION 233 OF THE COMPANIES ACT, 2013.

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 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company and subject to all other requisite statutory approvals and subject to the confirmation of the Regional Director or such other competent authority and subject to such conditions and modifications as may be prescribed or imposed by Regional Director or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as (the Board), which term shall be deemed to mean and include the Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution, the proposed Scheme of Amalgamation (“Scheme”) between **Aakaar Buildestate Private Limited** (‘ABPL’ or ‘Transferor Company - 1’), **Homework Crafts (India) Private Limited** (‘HCPL’ or ‘Transferor Company - 2’), **Noida Health Care Training and Placements Private Limited** (‘NHCTPPL’ or ‘Transferor Company - 3’) and **Pearl Realmart Private Limited** (‘PRPL’ or ‘Transferor Company - 4’) with **Miraj Developers Limited** (‘MDL’ or ‘Transferee Company’) and their respective shareholders and creditors with effect from the Appointed Date (i.e. April 1, 2023) as placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to



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give effect to this resolution and effectively implement the Scheme of Amalgamation embodied in the Scheme and to accept such modifications, amendments , limitations and/or conditions, if any, which may be required and/or imposed by the Regional Director, if and when applicable while sanctioning the Scheme of Amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

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

SD/-

Name: **Manali Jain**

Designation: **Company Secretary**

Membership No.: **A60321**

Date: **15th February, 2024**

Place: **Uper Ki Oden**

Address: **Mahatma Gali Sadar Bazar, Rajnagar, Rajsamand- 313324**



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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 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.



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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.
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: **Manali Jain**

Designation: **Company Secretary**

Membership No.: **A60321**

Date: **15th February, 2024**

Place: **Uper Ki Oden**

Address: **Mahatma Gali Sadar Bazar, Rajnagar, Rajsamand- 313324**



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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 business mentioned at Item No. 1 of the accompanying Notice.

ITEM NO. 1:

The Company intends to amalgamate the entire business of its wholly owned subsidiary companies, Aakaar Buildestate Private Limited (hereinafter referred to as 'ABPL' or 'Transferor Company - 1'), Homework Crafts (India) Private Limited (hereinafter referred to as 'HCPL' or 'Transferor Company - 2'), Noida Health Care Training and Placements Private Limited (hereinafter referred to as 'NHCTPPL' or 'Transferor Company - 3') and Pearl Realmart Private Limited (hereinafter referred to as 'PRPL' or 'Transferor Company - 4') (hereinafter collectively referred to as 'Transferor Companies') with Miraj Developers Limited (hereinafter referred to as 'MDL' or 'Transferee Company') under Section 233 of the Companies Act, 2013 (the Scheme or Scheme).

By the Scheme of Amalgamation, it is proposed to amalgamate the Transferor Companies, which are wholly owned subsidiaries of the Transferee Company, into the Transferee Company in order to streamline the current organization structure.

The proposed amalgamation of the business of the Transferor Companies with the Transferee Company would be in the best interest of the Company, its Shareholders and creditors of the Company.

In view of the aforesaid advantages and benefits, the Board of Directors of the said Companies have considered and proposed the said Scheme of Amalgamation under the provisions of Section 233 of the Companies Act, 2013 which provides for a fast track amalgamation of a wholly owned subsidiary with its holding company. Considering that the Transferor Companies are wholly owned subsidiaries of the Company, it is proposed to amalgamate the wholly owned subsidiaries with the holding company under Section 233 which requires consent of the members.

A draft Scheme is proposed for the approval of the shareholders and is being circulated along with the Notice.

The Company has also served Notice of the proposed scheme inviting objections or suggestions in Form No. CAA.9 to the Registrar of Companies, Official Liquidator and Income Tax Authorities on 11th January, 2024 seeking their objections / suggestions to the proposed scheme as required under section 233(1)(a) of the Act and rules made thereunder.



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The Office of the Registrar of Companies, Jaipur vide its email dated 23rd January, 2024 sought information and provided suggestion in respect of the Scheme of Amalgamation and the same was duly provided and necessary changes as suggested were duly incorporated in the scheme. The suggestion(s) and action(s) taken by the Company are being reproduced hereunder:

| Suggestion(s) | Action(s) taken by the Company |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Every page of the Scheme of amalgamation should be numbered and signed by the Directors of all the companies. | As suggested, the every page of the Scheme of amalgamation has been numbered and signed by the Directors of the Transferor Companies and Transferee Company. |
| New clause to be inserted in scheme confirming petitioner companies to preserve its books of accounts, papers & records and shall not be disposed of without prior permission to Central Government as per the provisions of section 239 of the Companies Act, 2013. | As suggested a clause "o." has been inserted under the heading 8. TRANSFER AND VESTING OF UNDERTAKING: in scheme confirming petitioner companies to preserve its books of accounts, papers & records and shall not be disposed of without prior permission to Central Government as per the provisions of section 239 of the Companies Act, 2013. |
| Necessary Stamp Duty on transfer of property/ Assets is to be paid to be respective Authorities before implementation of the Scheme. | As suggested a clause "n." has been inserted under the heading 8. TRANSFER AND VESTING OF UNDERTAKING: in scheme confirming petitioner companies to pay necessary stamp duty on transfer of properties / assets to respective authorities before implementation of the Scheme. |
| A new clause to be inserted in scheme confirming the petitioner companies to ensure statutory compliance of all the applicable laws and also sanctioning of the present scheme, the Transferor Company shall not be absolved from any of its statutory liabilities, in any manner. | As suggested a clause "l." has been inserted under the heading 19. COMPLIANCE WITH TAX LAWS AND CARRY FORWARD OF TAX CREDITS: in scheme confirming the petitioner companies to ensure statutory compliance of all the applicable laws and also sanctioning of the present scheme, the Transferor Company shall not be absolved from any of its statutory liabilities, in any manner. |



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The Office of the Assistant Commissioner of Income Tax Central Circle 1, Udaipur vide its letter dated 06th February, 2024 sought information / documents viz. copies of financial statements and journal entries to be passed to give effect to the scheme of amalgamation, which were duly provided.

However, the company so far has not received any objections and suggestions to the proposed scheme from the Official Liquidator till the date of this notice.

The Board of Directors of the Company recommends the Resolution(s) set forth in Item no. 1 of the accompanied Notice for approval of the shareholders.

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.

PARTICULARS AS PER RULE 25(3)(A) OF COMPANIES (COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS), RULE, 2016:

1. BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:

Miraj Developers Limited ("MDL" or "Transferee Company"), (CIN: U45201RJ2007PLC023939 and PAN: AAACU9093J) is a Public Limited Company incorporated under the Companies Act, 1956 on 27th February, 2007, having its Registered Office at 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 and Email ID cs@mirajgroup.in the Company is not listed on any of the Stock Exchanges.

At present Miraj Developers Limited is engaged in the business of real estate. The main objects are being reproduced hereunder:

1. To manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, take/give on lease, rent, purchase, sell or acquire by gift, grant rights, concessions, privileges or make advances on the security of and to carry on the trade or business or dealing in and agents for real estates, lands, buildings, factories, houses, farm houses, cottages, villas, flats, colonies, mall, chain store, cinema, multiplex, entertainment centres, or any other type of residential, commercial, industrial and agricultural properties, prefabricated and pre-cast houses, heritage



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- monuments, estates, heraditaments, roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects, or any other infra structural or architectural work of any kind.
2. To act as civil engineer, architectural engineer, interior decorator, furnisher, contractor, consultant, advisor, agent, broker, supervisor, administrator, project planner and executor, turnkey contractor and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry out business of civil, mechanical, electrical and security maintenance, to act as consultants in all relevant fields and to deal in all kinds of building material and products made thereof.
 3. To manage land, buildings and other properties as aforesaid, to equip the same or any part thereof with all or any amenities or conveniences thereon by consolidating or connecting or sub-dividing properties, arrange leasing and/or supply tenants and occupiers and to collect rents or income there from.
 4. To carry on the business of dealers, retailers, importers, exporters, consultants, investment advisors, c & f agents, commission agents, selling agents, purchasing agents, distribution agent, assemblers, dealers, distributors, developers, brokers, buyers and sellers, suppliers either directly or indirectly, deal in all kinds of movable and immovable properties, goods and rights attached thereto, to invest in any shares, stocks, debentures, derivatives, commodities and all kinds of securities etc.
 5. To carry on the business of all kinds of farming, agricultural activities such as cultivators, growers, manufacturers, millers, grinders, rollers, processors, canners, preservers, dealers and sellers of all kinds of food grains, seeds including nursery raising plant saplings, fruits, vegetables and such other agricultural products and undertaking activities like input procurement and distribution, production related extension support, produce storage, marketing, preserving, drying, distilling, brewing, venting, canning, packing and other allied activities.
 6. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.



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7. To cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce.
8. To carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide consulting and support services.
9. To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Protential foods, health and instant foods of all kinds, including baby and dietetic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.

The Company has not changed its name, registered office during the last five years. Further the Members of the Company at their 1st Extraordinary General Meeting of 2020-21 held on Friday, the 01st day of May, 2020 has altered its object clause which are reproduced hereunder:

- To carry on the business of all kinds of farming, agricultural activities such as cultivators, growers, manufacturers, millers, grinders, rollers, processors, canners, preservers, dealers and sellers of all kinds of food grains, seeds including nursery raising plant saplings, fruits, vegetables and such other agricultural products and undertaking activities like input procurement and distribution, production related extension support, produce storage, marketing, preserving, drying, distilling, brewing, venting, canning, packing and other allied activities.
- To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.



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- To cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce.
- To carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide consulting and support services.
- To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietetic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.

The Authorized, Issued, Subscribed and Paid-up capital of the Company as on 31st March, 2023 was as follows:

| Particulars | As at 31 st March,2023 | |
|---------------------------------------------------------------------------------|-----------------------------------|---------------------|
| | No. of Shares | Amount |
| Authorised share capital | | |
| Equity Shares of Rs. 10/- each | 1,16,11,665 | 11,61,16,650 |
| 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each | 1,80,62,000 | 18,06,20,000 |
| Total | 2,96,73,665 | 29,67,36,650 |
| Issued, Subscribed and Paid share capital | | |
| Equity shares of Rs. 10/- each, fully paid | 1,16,11,665 | 11,61,16,650 |
| 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each | 1,80,62,000 | 18,06,20,000 |
| Total | 2,96,73,665 | 29,67,36,650 |

As on the date of this Scheme being approved by the Board of Directors of MDL, there has been no change in its authorised, issued, subscribed and paid-up share capital.



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Details of Promoters and Directors along with their addresses:

List of Promoters of Equity Shares:

| Sr. No. | Name | Address |
|---------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| 1. | Mr. Madan Lal Paliwal* | Sant Krupa, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India PIN-313301 |
| 2. | Miraj Creations Private Limited | 3rd Floor, ACME Plaza - II, Andheri Kurla Road, Opposite Sangam Big Cinema, Andheri (East) Mumbai, Maharashtra, India, PIN-400059 |
| 3. | Madan Lal Paliwal, as Karta of Madan Lal Paliwal (HUF) | Sant Krupa, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India PIN-313301 |
| 4. | Asia Pack Limited | 3rd Floor Miraj Campus Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |
| 5. | Mrs. Sushila Devi Paliwal | Sant Kripa, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India PIN-313301 |
| 6. | Miraj Realcon Private Limited | 501, ACME Plaza-2 A K Road, Opp Sangam Cinema, Andheri-East, Mumbai, Mumbai City, Maharashtra, India, PIN-400059 |
| 7. | Miraj Business Development Private Limited | Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India PIN-313301 |
| 8. | Iview Motion Pictures Private Limited | 301, 3rd Floor, Acme Plaza2, Andheri Kurla Road, Opp. Sangam Theatre, Andheri (E), Mumbai, Maharashtra India PIN- 400059 |
| 9. | Aacharan Enterprises Private Limited | N.H. 8, Lal Madri, Nathdwara, Rajsamand, Rajasthan, India PIN- 313301 |

* In capacity as trustee to Madan Paliwal (Miraj) Family Foundation

List of Promoters of Preference Shares:

| Sr. No. | Name | Address |
|---------|-----------------------|-----------------------------------------------------------------------------|
| 1. | Mr. Mantraraj Paliwal | Tatah Kim, Miraj Campus, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |



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List of Directors:

| DIN | Director's Name | Designation | Address |
|----------|---------------------------|----------------------|-------------------------------------------------------------------------------------------------------------------------|
| 00032564 | Mr. Madan Lal Paliwal | Director | Sant Krapa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 09157471 | Mr. Vinod Kumar Khawal | Whole-time director | Purohit Ka Bas, Sikar, Rajasthan, India, PIN-332027 |
| 01680652 | Mr. Mahesh Kumar Somani | Director | C/O Tejmal Somani, 407 Miraj Morning, Sector-14, Near JJ Hospital, Hiran Mangri, Girwa, Udaipur, Rajasthan, PIN- 313001 |
| 09841586 | Mr. Kapil Paliwal | Independent Director | Gurjargadi Ke Pass, Vallabhपुरa, Nathdwara, Rajsamand, Rajasthan, India PIN-313301 |
| 06767577 | Mr. Kulbir Singh Pasricha | Independent Director | 17 Man Sarovar, Bedla, Udaipur, Rajasthan, India, PIN-313001 |

Aakaar Buldestate Private Limited ("ABPL" or "Transferor Company – 1"), (CIN: U45201RJ2009PTC030579 and PAN: AAICA8252B) is a Private Limited Company incorporated under the Companies Act, 1956 on 23rd December, 2009, having its Registered Office at 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 and Email ID cs@miraigroup.in, the Company is not listed on any of the Stock Exchanges.

At present **Aakaar Buldestate Private Limited** is engaged in the business of real estate. The main objects are being reproduced hereunder:

1. To purchase, sell, acquire, get, convert, develop, improve, construct, hold with absolute or limited rights or on lease, sub lease and to erect, build, demolish, reerect, alter, repair, furnish and maintain land, including agricultural land, buildings, houses, farm houses, residential flats, commercial complexes, residential cum commercial complexes, colonies, markets, shops, factories, mills, godowns, roads, bridges, dams, canals and wells in India or abroad and to manage land, building, whether in India or abroad.
2. To carry on the business of contractors, sub-contractors, builders, develop, demolish, re-erect, alter, repair, building material, bazari, rodi, cement, iron bars, sanitari items, electric items, hardware items, remodel or do any other work in connection with any building or building scheme, or any other structural or architectural work of any kind and to prepare estimates, designs, plans, specifications



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

or models or connection with construction, reconstruction, development, improvement of all kinds of land, buildings, colonies or apartment buildings in India or abroad.

3. To carry on the business of consultants, investment advisors, c & f agents, commission agents, selling agents, purchasing agents, distribution agent, assemblers, dealers, retailers, importers, exporters, distributors, developers, brokers, buyers, sellers, suppliers, either directly or indirectly, of and deal in all type of property(ies), whether tangible or intangible, movable or immovable, goods, material, services etc. and rights attached thereto, to acquire, hold, sell, buy or otherwise deal in any all kinds of securities, shares, stocks, debentures, derivatives, commodities etc.

The Company has not changed its name, registered office and object during the last five years.

The Authorized, Issued, Subscribed and Paid-up capital of the Company as on 31st March, 2023 was as follows:

| Particulars | As at 31 st March,2023 | |
|--------------------------------------------------|-----------------------------------|------------------|
| | No. of Shares | Amount |
| Authorised share capital | | |
| Equity Shares of Rs. 10/- each | 5,50,000 | 55,00,000 |
| Total | 5,50,000 | 55,00,000 |
| Issued, Subscribed and Paid share capital | | |
| Equity shares of Rs. 10/- each, fully paid | 5,50,000 | 55,00,000 |
| Total | 5,50,000 | 55,00,000 |

As on the date of this Scheme being approved by the Board of Directors of ABPL, there has been no change in its authorised, issued, subscribed and paid-up share capital.

Details of Promoters and Directors along with their addresses:

List of Promoters:

| Sr. No. | Name | Address |
|---------|--------------------------|-------------------------------------------------------------------------------------------|
| 1. | Mr. Madan Lal Paliwal* | Sant Krupa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 2. | Miraj Developers Limited | 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |

*Madan Lal Paliwal holding 12,500 equity shares as Registered Owner / Equity Shareholder on behalf of Miraj Developers Limited, the Beneficial Owner



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CIN : U45201RJ2007PLC023939

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

List of Directors:

| DIN | Director's Name | Designation | Address |
|----------|-------------------------|-------------|-------------------------------------------------------------------------------------------------------------------------|
| 00032564 | Mr. Madan Lal Paliwal | Director | Sant Krupa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 01680652 | Mr. Mahesh Kumar Somani | Director | C/O Tejmal Somani, 407 Miraj Morning, Sector-14, Near JJ Hospital, Hiran Mangri, Girwa, Udaipur, Rajasthan, PIN- 313001 |
| 10040106 | Mr. Suresh Kumar Patra | Director | Near Post Office Mithani, Asansol (m Corp.), Barabani, West Bengal, India, PIN-713371 |

Homework Crafts (India) Private Limited ('HCPL' or 'the Transferor Company - 2'), (CIN: U52190RJ2003PTC018615 and PAN: AABCH8533K) is a Private Limited Company incorporated under the Companies Act, 1956 on 26th September, 2003, having its Registered Office at 1st Floor, Miraj Campus Uper Ki Oden, Rajsamand, Nathdwara, Rajasthan, India, 313301 and Email ID cs@mirajgroup.in, the Company is not listed on any of the Stock Exchanges.

At present **Homework Crafts (India) Private Limited** is engaged in the business of real estate. The main objects are being reproduced hereunder:

1. To carry on the business as manufacturers, sellers, purchaser, processor, designer, exporter, importer, and to act as agent, contractor, technical adviser, consultant and dealers of all kinds of brasswares, artwares and craft items of wood, iron, cloth, paper, miniatures, paintings, carvings. curio and antiquere production, ivory, jewellery, potteries, ceramics, garments, precious and semi-precious stones, handloom and powerloom products, carpets, durries, chadder, leather, all types of minerals and stones including marbles and granites, horticultural products and all kinds of handicrafts and artwares.
2. To establish manufacturing facilities for manufacture of all type of handicrafts and artwares.
3. To carry on the business of builders, and general construction, contract or estate agents. infrastructure business activities and to carry on all or any of the business of properties of lands flats, dwelling houses, shops, offices, industrial estate, lease of lands, flats and other immovable properties and for these purpose acquire by hire purchase, lease exchange or otherwise deal in the traffic in land, estate, buildings. flats, garages, houses, halls, go downs, mills, factories or other landed



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- 1800 120 3699
- www.mirajdevelopers.com

properties of every tenure or description and any estate or interest therein together with. all buildings and structures, standing thereon, with any right connected with such lands. estates, buildings, flats, garages, houses, hall godowns, mills, factories bridges or other immovable properties and to generally develop and turn to account any land by laying out and ctivate Windows preparing the same for building purpose by planting, paving, draining and cultivating the same by constructing altering pulling down, decorating, furnishing; maintaining, fitting up and improving buildings, flats, garages, palaces, halls, theaters, hotel, office shops, godowns, warehouses, mills, factories, bridges and other premises and undertaking construction jobs, works and conveniences and entering into contracts and other arrangements with tenants, occupants, builders, developers, contractors and such other persons.

- To carry on the business of consultants, investment advisors, c & f agents, commission agents, selling agents, purchasing agents, distribution agent, assemblers, dealers, retailers, importers, exporters, distributors, developers, brokers, buyers, sellers, suppliers, either directly or indirectly, of and deal in all type of property(ies), whether tangible or intangible, movable or immovable, goods, material, services etc. and rights attached thereto, to acquire, hold, sell, buy or otherwise deal in any all kinds of securities, shares, stocks, debentures, derivatives, commodities etc..

The Company has not changed its name, registered office and object during the last five years.

The Authorized, Issued, Subscribed and Paid-up capital of the Company as on 31st March, 2023 was as follows:

| Particulars | As at 31 st March,2023 | |
|--------------------------------------------------|-----------------------------------|-----------------|
| | No. of Shares | Amount |
| Authorised share capital | | |
| Equity Shares of Rs. 10/- each | 50,000 | 5,00,000 |
| Total | 50,000 | 5,00,000 |
| Issued, Subscribed and Paid share capital | | |
| Equity shares of Rs. 10/- each, fully paid | 10,000 | 1,00,000 |
| Total | 10,000 | 1,00,000 |

As on the date of this Scheme being approved by the Board of Directors of HCPL, there has been no change in its authorised, issued, subscribed and paid-up share capital.



MIRAJ DEVELOPERS LIMITED

CIN : U45201RJ2007PLC023939

- REGISTERED OFFICE
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Rajsamand, Rajasthan, India, PIN-313301
- 1800 120 3699
- www.mirajdevelopers.com

Details of Promoters and Directors along with their addresses:

List of Promoters:

| Sr. No. | Name | Address |
|---------|--------------------------|-------------------------------------------------------------------------------------------|
| 1. | Mr. Madan Lal Paliwal* | Sant Krapa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 2. | Miraj Developers Limited | 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |

*Madan Lal Paliwal holding 10 equity shares as Registered Owner / Equity Shareholder on behalf of Miraj Developers Limited, the Beneficial Owner

List of Directors:

| DIN | Director's Name | Designation | Address |
|----------|-------------------------|-------------|-------------------------------------------------------------------------------------------------------------------------|
| 00032564 | Mr. Madan Lal Paliwal | Director | Sant Krapa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 01680652 | Mr. Mahesh Kumar Somani | Director | C/O Tejmal Somani, 407 Miraj Morning, Sector-14, Near JJ Hospital, Hiran Mangri, Girwa, Udaipur, Rajasthan, PIN- 313001 |
| 09157471 | Mr. Vinod Kumar Khawal | Director | Purohit Ka Bas, Sikar, Rajasthan, India, PIN- 332027 |

Noida Health Care Training and Placements Private Limited ('NHCTPPL' or 'the Transferor Company - 3'), (CIN: U80302RJ2005PTC046197 and PAN: AACCN3158R) is a Private Limited Company incorporated under the Companies Act, 1956 on 16th March, 2005, having its Registered Office at 7th Floor, Unique Destination, Opposite Times of India Office, Tonk Road, Jaipur, Jaipur, Rajasthan, India, 302015 and Email ID cs@mirajgroup.in, the Company is not listed on any of the Stock Exchanges.

At present **Noida Health Care Training and Placements Private Limited** is engaged in the business of real estate. The main objects are being reproduced hereunder:

1. To establish, run and administer centers, colleges, institutes, schools where coaching, teaching, training, counseling and other facilities are provided to the students through classes, correspondence, electronic media or by any other means for providing the education of health care, nursing, medical support staff, biochemicals, pathological, micro-biological, bacteriological, electro-physiological fields, competitive exams.



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CIN : U45201RJ2007PLC023939

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Rajsamand, Rajasthan, India, PIN-313301
-  1800 120 3699
-  www.mirajdevelopers.com

2. To recruit or advise, train on recruitment of staff for any hospital, dispensary, nursing home, company or organisation, to conduct market research, training classes, seminars and conferences in India or abroad.
3. To carry on the business of hoteliers, restaurants, eating and refreshment points, providing accommodations, rooms, parks, hotels, motels, cafes, resorts, holiday homes, service apartments, guest houses, operating as contractor of hotels, motels, restaurants, hoteliers, operators, refreshment contractors and caterers, restaurant, refreshment rooms, milk and snack bar proprietors, tavern proprietors, lodging house proprietors, bakers, confectioners.
4. To engage in the business of cafeteria, ice cream parlor, dairy products, confectionaries and allied food products, tourist resorts, beauty salon, beauty parlors, spa, health clubs, discotheques, night clubs, pubs, wine and beer shops, amusement park, cinemas, theatres, multiplex, studios etc.
5. To sell, purchase, take on lease, hire, otherwise acquire, establish and promote, organize, conduct and operate all kinds of tourist activities including expeditions, safaris, conferences, meetings and such other group movements both in India and outside India.
6. To act as all type of consultants, advisors, hotel management consultants, managers, operators, advisors, planners, impart technical know-how, training in the field of planning, construction, operation of hotels, motels, restaurants, recreation and entertainment centers in the field of tourism.
7. To manage, develop, construct, build, erect, re-erect, demolish, alter, run, maintain, repair, remodel, exchange, take/give on lease, rent, purchase, sell or acquire, grant rights, concessions, privileges or make advances on the security of and to carry on the trade or business or dealing in and agents for real estates, lands, buildings, factories, houses, farm houses, cottages, villas, flats, colonies, mall, chain store, cinema, multiplex, entertainment centres, or any other type of residential, commercial, industrial and agricultural properties, prefabricated and pre-cast houses, heritage monuments, estates, heraditaments, roads, highways, runway, helipad, bridges, docks, canals, dams, reservoirs, wells, turnkey projects, or any other infra structural or architectural work of any kind.

The Company has not changed its name, registered office during the last five years. Further the Members of the Company at their 01st Extraordinary General Meeting of 2022-23 held on Monday, the 20th day of February, 2023 has altered its object clause and has entered into new line of business of:



MIRAJ DEVELOPERS LIMITED

CIN : U45201RJ2007PLC023939

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- 1800 120 3699
- www.mirajdevelopers.com

- To manage, develop, construct, build, erect, re-erect, demolish, alter, run, maintain, repair, remodel, exchange, take/give on lease, rent, purchase, sell or acquire, grant rights, concessions, privileges or make advances on the security of and to carry on the trade or business or dealing in and agents for real estates, lands, buildings, factories, houses, farm houses, cottages, villas, flats, colonies, mall, chain store, cinema, multiplex, entertainment centres, or any other type of residential, commercial, industrial and agricultural properties, prefabricated and pre-cast houses, heritage monuments, estates, heraditaments, roads, highways, runway, helipad, bridges, docks, canals, dams, reservoirs, wells, turnkey projects, or any other infra structural or architectural work of any kind.

The Authorized, Issued, Subscribed and Paid-up capital of the Company as on 31st March, 2023 was as follows:

| Particulars | As at 31 st March, 2023 | |
|--------------------------------------------------|------------------------------------|-----------------|
| | No. of Shares | Amount |
| Authorised share capital | | |
| Equity Shares of Rs. 10/- each | 10,000 | 1,00,000 |
| Total | 10,000 | 1,00,000 |
| Issued, Subscribed and Paid share capital | | |
| Equity shares of Rs. 10/- each, fully paid | 10,000 | 1,00,000 |
| Total | 10,000 | 1,00,000 |

As on the date of this Scheme being approved by the Board of Directors of NHCTPPL, there has been no change in its authorised, issued, subscribed and paid-up share capital.

Details of Promoters and Directors along with their addresses:

List of Promoters:

| Sr. No. | Name | Address |
|---------|--------------------------|-------------------------------------------------------------------------------------------|
| 1. | Mr. Madan Lal Paliwal* | Sant Krupa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 2. | Miraj Developers Limited | 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |

* Madan Lal Paliwal holding 100 equity shares as Registered Owner / Equity Shareholder on behalf of Miraj Developers Limited, the Beneficial Owner



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CIN : U45201RJ2007PLC023939

REGISTERED OFFICE
1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara,
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1800 120 3699

www.mirajdevelopers.com

List of Directors:

| DIN | Director's Name | Designation | Address |
|----------|-------------------------|-------------|-------------------------------------------------------------------------------------------------------------------------|
| 00032564 | Mr. Madan Lal Paliwal | Director | Sant Krupa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 01680652 | Mr. Mahesh Kumar Somani | Director | C/O Tejmal Somani, 407 Miraj Morning, Sector-14, Near JJ Hospital, Hiran Mangri, Girwa, Udaipur, Rajasthan, PIN- 313001 |
| 09157471 | Mr. Vinod Kumar Khawal | Director | Purohit Ka Bas, Sikar, Rajasthan, India, PIN-332027 |

Pearl Realmart Private Limited ('PRPL' or 'the Transferor Company - 4'), (CIN: U45201RJ2009PTC030582 and PAN: AAFCP6556Q) is a Private Limited Company incorporated under the Companies Act, 1956 on 23rd December, 2009, having its Registered Office at 1st Floor, Miraj Campus Uper Ki Oden, Rajsamand, Nathdwara, Rajasthan, India, 313301 and Email ID cs@mirajgroup.in, the Company is not listed on any of the Stock Exchanges.

At present **Pearl Realmart Private Limited** is engaged in the business of real estate. The main objects are being reproduced hereunder:

1. To purchase, sell, acquire, get, convert, develop, improve, construct, hold with absolute or limited rights or on lease, sub lease and to erect, build, demolish, re-erect, alter, repair, furnish and maintain land, including agricultural land, buildings, houses, farm houses, residential flats, commercial complexes, residential cum commercial complexes, colonies, markets, shops, factories, mills, godowns, roads, bridges, dams, canals and wells in India or abroad and to manage land, building, whether in India or abroad.
2. To carry on the business of contractors, sub-contractors, builders, develop, demolish, reerect, alter, repair, building material, bazari, rodi, cement, iron bars, sanitari items, electric items, hardware items, remodel or do any other work in connection with any building or building scheme, or any other structural or architectural work of any kind and to prepare estimates, designs, plans, specifications or models or connection with construction, reconstruction, development, improvement of all kinds of land, buildings, colonies or apartment buildings in India or abroad.
3. To carry on the business of consultants, investment advisors, c & f agents, commission agents, selling agents, purchasing agents, distribution agent, assemblers, dealers, retailers, importers, exporters,



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

distributors, developers, brokers, buyers, sellers, suppliers, either directly or indirectly, of and deal in all type of property(ies), whether tangible or intangible, movable or immovable, goods, material, services etc. and rights attached thereto, to acquire, hold, sell, buy or otherwise deal in any all kinds of securities, shares, stocks, debentures, derivatives, commodities etc.

The Company has not changed its name, registered office and object during the last five years

The Authorized, Issued, Subscribed and Paid-up capital of the Company as on 31st March, 2023 was as follows:

| Particulars | As at 31 st March,2023 | |
|--------------------------------------------------|-----------------------------------|------------------|
| | No. of Shares | Amount |
| Authorised share capital | | |
| Equity Shares of Rs. 10/- each | 5,50,000 | 55,00,000 |
| Total | 5,50,000 | 55,00,000 |
| Issued, Subscribed and Paid share capital | | |
| Equity shares of Rs. 10/- each, fully paid | 5,50,000 | 55,00,000 |
| Total | 5,50,000 | 55,00,000 |

As on the date of this Scheme being approved by the Board of Directors of PRPL, there has been no change in its authorised, issued, subscribed and paid-up share capital.

Details of Promoters and Directors along with their addresses:

List of Promoters:

| Sr. No. | Name | Address |
|---------|--------------------------|-------------------------------------------------------------------------------------------|
| 1. | Mr. Madan Lal Paliwal* | Sant Krupa, Upali Odan, Nathdwara Rajsamand, Rajasthan, India, PIN 313301 |
| 2. | Miraj Developers Limited | 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |

*Madan Lal Paliwal holding 12500 equity shares as Registered Owner / Equity Shareholder on behalf of Miraj Developers Limited, the Beneficial Owner

List of Directors:

| DIN | Director's Name | Designation | Address |
|----------|-----------------------|-------------|-----------------------------------------------------------------------------|
| 07117869 | Mr. Mantraraj Paliwal | Director | Tatah Kim, Miraj Campus, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 |



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1800 120 3699

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| | | | |
|----------|--------------------------|----------|-----------------------------------------------------------------------------------|
| 06508153 | Mr. Mukesh Manohar Joshi | Director | Karuna House, Baman Hera, Teh- Nathdwara, Rajsamand, Rajasthan, India, PIN-313323 |
| 09157471 | Mr. Vinod Kumar Khawal | Director | Purohit Ka Bas, Sikar, Rajasthan, India, PIN-332027 |

2. SALIENT FEATURES OF THE SCHEME:

Salient features of the scheme after incorporating suggestions received from Registrar of Companies are set out as below:

“5. Definitions:

5.2 “Appointed Date” means the 1st day of April, 2023 or such other date as may be proposed and approved by the Central Government (powers delegated to Regional Director) or Hon’ble Tribunal, as the case may be.

5.5 “Effective Date” means the date on which the certified copies of the orders sanctioning this Scheme, passed by the Central Government (powers delegated to Regional Director) or such other relevant authority, are filed with the Registrar of Companies, Jaipur. Any references in this Scheme to “upon this Scheme becoming effective” or “upon coming into effect of this Scheme” or “upon the Scheme coming into effect” shall be construed to be a reference to the Effective Date.

5.7 “Scheme” or “the Scheme” or “this Scheme” means this Scheme of Amalgamation in its present form in accordance with the provisions of Section 233 of the Act or with any suggestions/modifications as directed/ approved by Registrar of Companies, Official Liquidator, Regional Director (NWR) or NCLT or any other Government Authority.

8. TRANSFER AND VESTING OF UNDERTAKING:

a. Upon coming into effect of the Scheme and with effect from the Appointed Date all assets, investments, movable and immovable properties and liabilities of Transferor Companies, as a going concern shall, pursuant to the confirmation of the Scheme by the Central Government (powers delegated to Regional Director) and pursuant to provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromise, Arrangement and Amalgamation Rules), 2016 and other applicable provisions of the Act, if any, be and stand transferred to and vested in and / or deemed to be transferred to and vested in the Transferee Company, without any further act, deed, instrument, matter or thing so as to become, as and from Appointed Date the assets, investments,



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movable and immovable properties and liabilities of the Transferee Company by virtue of and in the manner provided in this Scheme.

Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed of by the Transferor Companies or the Transferee Company, and the Transferee Company shall not be obliged to create any further or additional security thereof after the Appointed Date or otherwise.

Provided further that in pursuance to the confirmation of the Scheme and upon coming into effect of the Scheme and with effect from the Appointed Date, the movable property of the Transferor Companies shall vest in the Transferee Company in the manner laid down hereunder:

- *All the movable assets of the Transferor Companies which are otherwise capable of transfer by physical delivery or endorsement and delivery, including cash in hand, stocks of whatsoever nature, shall be so transferred to the Transferee Company and deemed to have been physically handed over by physical delivery or by endorsement and delivery, as the case may be, without the need to execute any separate instrument, to the Transferee Company to the end and intent that the property and benefit therein passes to the Transferee Company with effect from the Appointed Date.*
- *Such delivery and transfer shall be made on a date mutually agreed upon between the Transferor Companies and the Transferee Company.*
- b. *In respect of any assets of the Transferor Companies other than those mentioned in clause (b) above, including actionable claims, land, building, sundry debtors, outstanding loans and advances recoverable in cash or kind or for value to be received, advance taxes, taxes deducted at source, GST Credits, and deposits with the government, semi-government, local and other authorities and bodies and customers, the Transferor Companies shall, if so required by the Transferee Company, and the Transferee Company may, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the sanction of this Scheme by the Central Government (powers delegated to Regional Director) under Section 233 of the Companies Act and other applicable provisions of the law and rules made thereunder the relevant debt, loan, advance or other asset, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Companies to recover or realise the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books / electronic ledger / form to record the aforesaid changes.*



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-  1800 120 3699
-  www.mirajdevelopers.com

- c. *The transfer and vesting of the assets / properties of the Transferor Companies shall be subject to the existing securities, charges, mortgages and other encumbrances if any, subsisting over or in respect of the property and assets or any part thereof forming part of the Transferor Companies to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Transferor Companies.*
- d. *With effect from the Appointed Date, any statutory licenses, permissions or approvals or consents held by the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registrations or other licenses and consents availed by the Transferor Companies shall vest in and become available to the Transferee Company pursuant to this Scheme. In so far as the various incentives, subsidies, rehabilitation schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person or availed of by the Transferor Companies, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions.*
- e. *Upon the coming into effect of this Scheme and with effect from the Appointed Date, all income, expenses, debts, liabilities, including, without limitation, all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, contingent liabilities, duties, obligations and undertakings of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilized for its business activities and operations, shall, pursuant to the sanction of this Scheme by the Central Government (powers delegated to Regional Director), as the case may be, and under the provisions of Section 233 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to, and vested in, or be deemed to have been transferred to and vested in the Transferee Company and shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become, as on and from the Appointed Date, the income, expenses, liabilities, debts, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies and Transferee Company shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this clause.*



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f. *With effect from the Appointed Date, all income taxes, sales tax, value added tax, service tax, Good and Service Tax, and other governmental and semi-governmental liabilities, debts, liabilities, contingent liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of accounts of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relates to the period on or up to the day of the Appointed Date shall, pursuant to the order of the Central Government (powers delegated to Regional Director), without any further act or deed, be transferred or deemed to be transferred to and vested in the Transferee Company, so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies.*

Further, where any such debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date have been discharged by the Transferor Companies on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.

- g. *All loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by the Transferor Companies on or after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Section 233 of the Act, without any further act, instrument or deed be stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.*
- h. *All taxes (including income tax, minimum alternate tax, sales tax, excise duty, service tax, applicable state value added tax, wealth tax, central sales tax, goods and service tax, etc.) relating to the Transferor Companies, payable by the Transferor Companies including all or any refunds of claims shall be treated as the tax liabilities or refunds/claims as the case may be of Transferee Company.*



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- i. It is hereby clarified that if any assets (including but not limited to any estate, rights, title, interest in or authorities relating to such assets) in relation to the Transferor Companies cannot be transferred to the Transferee Company for any reason whatsoever, then directors of the Transferor Companies shall hold such assets in trust for the benefit of the Transferee Company till such period when the transfer becomes possible.*
- j. For avoidance of doubt and without prejudice to the generality of the foregoing it is clarified that upon coming into effect of this Scheme and with effect from the Appointed Date, in accordance with the provisions of relevant laws, consents, permissions, licenses, certificates, authorities (including for the operation of bank accounts), powers of attorneys given by, issued to or executed in favour of the Transferor Companies and the rights and benefits under the same shall, in so far as they relate to the Transferor Companies and all other interests relating to the services being dealt with by the Transferor Companies, without any further act or deed be transferred to and vested in the Transferee Company.*
- k. On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Companies and realise all monies and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Companies in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Companies to the Transferee Company under this Scheme have been formally given effect to under such contracts and transactions.*
- l. For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that with effect from the Effective Date and till such times the name of the bank accounts of the Transferor Companies would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company.*
- m. The Transferee Company shall be allowed to maintain bank accounts in the name of Transferor Companies for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Companies. It is hereby expressly clarified that any legal proceedings by or against the*



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Transferor Companies in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies shall be instituted, or as the case may be, continued, by or against, the Transferee Company after the coming into effect of the Scheme.

9. CONSIDERATION:

- a. *The Transferor Companies are wholly owned subsidiaries of the Transferee Company and hence the entire share capital of the Transferor Companies is held by the said Transferee Company. Upon the Scheme becoming finally effective, the entire share capital of the Transferor Companies shall get automatically cancelled / extinguished. The Transferee Company shall not be required to issue and allot any shares as the Transferee Company and its nominee are themselves the only shareholders of the Transferor Companies.*
- b. *Upon the Scheme being effective, the investments in the shares of the Transferor Companies appearing in the books of account of the Transferee Company shall, without any further act, deed or instrument, stand cancelled.*

10. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY:

On the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company shall account for the amalgamation in its books as under:

- a. *Amalgamation of the Transferor Companies with the Transferee Company shall be accounted for in accordance with the "Pooling of Interest Method" of accounting as prescribed under Accounting Standard (AS)-14 as notified under section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006.*
- b. *All assets and liabilities of the Transferor Companies pursuant to this Scheme shall be recorded at their book values in the books of accounts of the Transferee Company in the same form and nature as they were recorded by the transferor company immediately before the amalgamation.*
- c. *The amount of any inter-company balances, amounts or investments, if any, between the Transferor Companies and the Transferee Company, appearing in the books of accounts of Transferee Company, Transferor Companies, if any, shall stand cancelled without any further act or deed upon the Scheme coming into effect with effect from the Appointed Date.*



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- d. *The cancellation of share capital in terms of clause 9 of the scheme should be accounted by the transferee company at the face value.*
- e. *Any excess of the amount of consideration over the value of the net assets and reserves of the transferor companies acquired by the Transferee Company and cancellation of the share capital shall be adjusted to retained earnings by the transferee company.*
- f. *Costs, expenses and duties incurred in connection with the Scheme and to put it into operation/ implementation of the Scheme shall be charged off to Profit and Loss Account of the Transferee Company.*
- g. *In case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date will be quantified and recorded in accordance with applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.*
- h. *To comply with the relevant laws, the Income Tax Act, 1961 and applicable Accounting Standards, the Transferee Company (by its Board of Directors) may alter or modify the provisions of this Clauses as they may deem fit and consider necessary, to settle any question arising out of the Scheme.*

17. COMBINATION AUTHORISED SHARE CAPITAL:

- a. *Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of each of the Transferor Companies shall stand transferred to and be merged with the authorized share capital of the Transferee Company, without any liability for payment of any additional fees or stamp duty.*
- b. *Consequent to the clubbing of the Authorised Share Capital of the Transferor Companies with the Transferee Company, the Authorized Share Capital of the Transferee Company shall be increased/amended/ altered/ modified as under:*

| Authorised Share Capital | Amount (In Rs.) |
|-----------------------------------------------|------------------------|
| 1,27,71,665 Equity Shares of Rs.10/ each | 12,77,16,650 |
| 1,80,62,000 Preference Shares of Rs. 10/-each | 18,06,20,000 |
| Total | 30,83,36,650 |



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- c. *The consent/resolution approving the Scheme shall be deemed to be the approval of increase in the Authorized Share Capital of the Transferee Company under Section 13, 14 and 61 and other applicable provisions of the Companies Act, 2013. Clause V of the Memorandum of Association of the Transferee Company relating to the Authorized Share Capital shall without any further act, instrument be and stand altered, modified and amended pursuant to Section 13, 14 and 61 of the Act and other provisions of the Act, as may be.*
- d. *The following Clause V in the Memorandum of Association of the Transferee Company shall stand amended to be read as under:*
- “V. *The Authorised Share Capital of the Company is Rs. 30,83,36,650/- (Rupees Thirty Crore Eighty-Three Lakh Thirty-Six Thousand Six Hundred Fifty Only), divided into 1,27,71,665 (One Crore Twenty-Seven Lakh Seventy-One Thousand Six Hundred Sixty-Five) Equity Share of Rs. 10/- (Rupees Ten) each and 1,80,62,000 (One Crore Eighty Lakh Sixty Two Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each, with the power to the Board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”*
- e. *The Transferee Company shall comply with the provisions of Section 233(10) & (11) of the Companies Act, 2013. The Transferee Company shall, if necessary and to the extent required, increase its Authorised Share Capital to facilitate issue of Equity shares under the scheme by following the procedure as per provision of Section 61 of the Companies Act, 2013 and if required, the Transferee Company shall pay the prescribed fees on revised Authorised Share Capital in addition to fees already paid pursuant to Section 233(11) of Companies Act, 2013.*

3. Relationship subsisting between the Transferor companies and the Transferee company(s):

| | | | | | |
|--------------------------|----------------------------|--------------------------------------------------|--------------------------------|------------------------|------------------|
| Miraj Developers Limited | Aakaar Buildestate Private | Homework Crafts (India) Private Limited ('HCPL') | Noida Health Care Training and | Pearl Private ('PRPL') | Realmart Limited |
|--------------------------|----------------------------|--------------------------------------------------|--------------------------------|------------------------|------------------|



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| | | | | |
|---------------------------------|--------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------|------------------------------|
| (‘MDL’ or ‘Transferee Company’) | or Limited (‘ABPL’ or ‘Transferor Company - 1’), | or ‘Transferor Company - 2’), | Placements Private Limited (‘NHCTPPL’ or ‘Transferor Company - 3’) | or ‘Transferor Company - 4’) |
| Holding Company | Wholly Owned Subsidiaries of Miraj Developers Limited | | | |

4. The Board of Directors of the Transferee Company and Transferor Companies at their respective meeting(s) held on 10th day of January, 2024, unanimously approved the Scheme, subject to the approval by the requisite majority of the shareholders of the respective companies and creditors, as may be required, and subject to the sanction of the Regional Director, Southern Region and of such other authorities as may be necessary.

i) Transferee Company:

| DIN | Director's Name | Designation | Voted in Favour/ Against /Abstained from voting |
|----------|---------------------------|----------------------|-------------------------------------------------|
| 00032564 | Mr. Madan Lal Paliwal | Director | Favour |
| 09157471 | Mr. Vinod Kumar Khawal | Whole-time Director | Favour |
| 01680652 | Mr. Mahesh Kumar Somani | Director | Favour |
| 09841586 | Mr. Kapil Paliwal | Independent Director | Favour |
| 06767577 | Mr. Kulbir Singh Pasricha | Independent Director | Favour |

ii) Transferor Company – 1:

| DIN | Director's Name | Designation | Voted in Favour/ Against /Abstained from voting |
|----------|-------------------------|-------------|-------------------------------------------------|
| 01680652 | Mr. Mahesh Kumar Somani | Director | Favour |
| 00032564 | Mr. Madan Lal Paliwal | Director | Favour |
| 10040106 | Mr. Suresh Kumar Patra | Director | Favour |

iii) Transferor Company - 2:

| DIN | Director's Name | Designation | Voted in Favour/ Against /Abstained from voting |
|----------|-------------------------|-------------|-------------------------------------------------|
| 01680652 | Mr. Mahesh Kumar Somani | Director | Favour |
| 00032564 | Mr. Madan Lal Paliwal | Director | Favour |
| 09157471 | Mr. Vinod Kumar Khawal | Director | Favour |



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iv) Transferor Company - 3:

| DIN | Director's Name | Designation | Voted in Favour/ Against /Abstained from voting |
|----------|-------------------------|-------------|-------------------------------------------------|
| 01680652 | Mr. Mahesh Kumar Somani | Director | Favour |
| 00032564 | Mr. Madan Lal Paliwal | Director | Favour |
| 09157471 | Mr. Vinod Kumar Khawal | Director | Favour |

v) Transferor Company - 4:

| DIN | Director's Name | Designation | Voted in Favour/ Against /Abstained from voting |
|----------|--------------------------|-------------|-------------------------------------------------|
| 09157471 | Mr. Vinod Kumar Khawal | Director | Favour |
| 06508153 | Mr. Mukesh Manohar Joshi | Director | Favour |
| 07117869 | Mr. Mantrraj Paliwal | Director | Favour |

5. Disclosing details of the scheme of compromise or arrangement including:

a) Parties involved in such compromise or arrangement:

the proposed Scheme of Amalgamation ("Scheme") between **Aakaar Buildestate Private Limited** ('ABPL' or 'Transferor Company - 1'), **Homework Crafts (India) Private Limited** ('HCPL' or 'Transferor Company - 2'), **Noida Health Care Training and Placements Private Limited** ('NHCTPPL' or 'Transferor Company - 3') and **Pearl Realmart Private Limited** ('PRPL' or 'Transferor Company - 4') with **Miraj Developers Limited** ('MDL' or 'Transferee Company') and their respective shareholders and creditors.

b) Appointed date: 01st day of April, 2023

c) **Effective date:** means the date on which the certified copies of the orders sanctioning this Scheme, passed by the Central Government (powers delegated to Regional Director) or such other relevant authority, are filed with the Registrar of Companies, Jaipur. Any references in this Scheme to "upon this Scheme becoming effective" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" shall be construed to be a reference to the Effective Date.

d) **Share Exchange Ratio:** Not Applicable, as wholly owned subsidiaries are merging with the Holding Company The Transferor Companies are wholly owned subsidiaries of the Transferee Company,



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hence the shares held by the Transferee Company in the Transferor Companies will be cancelled pursuant to Clause 9 of the scheme and as such there is no valuation in this regard.

e) Valuation Report

Not applicable. The Company is not required to obtain valuation report as the amalgamation is pursuant to Section 233 of the Companies Act, 2013 involving amalgamation of wholly owned subsidiary with the Holding Company

f) Details of Capital/Debt Restructuring:

The entire paid up capital of the Transferor Company shall stand cancelled upon the Scheme of Amalgamation becoming effective, as the Transferor Company is a wholly owned Subsidiary of the Transferee Company. Apart from the above, no capital or debt restructuring, is proposed in the subject Scheme of Amalgamation.

g) Rationale for the compromise or arrangement

All the Transferor Companies are wholly owned subsidiaries of the Transferee Company. To streamline the current organization structure, the Board of Directors ('Board') of the Transferor Companies and Transferee Company have discussed and deliberated the business profiles of all the companies and accordingly concluded that it is in the best interest of all the Companies, its shareholders and all other stakeholders to amalgamate Transferor Companies with the Transferee Company.

h) Benefits of the compromise or arrangement as perceived by the board of directors to the company, members, creditors and others:

It is envisaged that the proposed amalgamation would *inter-alia* help to achieve and provide the following advantages and benefits to the stakeholders of the said companies:

- Consolidation of business and operations of the Companies;
- Would enable focused strategic leadership and top management attention to be bestowed on the Transferee Company so as to integrate the business synergies and reap the benefits of consolidation;
- Would channelize synergies, enable optimum utilization of the available resources, broadening the customer base besides enabling a focused business approach for achieving optimization;



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- Would enable to achieve higher long-term financial returns and inculcation of greater financial strength and flexibility that could be achieved by the Transferee Company post the amalgamation;
- Would result in greater rationalization and help reduce duplication of systems and processes;
- Would result in more efficient and more cost effective management system in view of consolidation of operations;
- Would be beneficial for pooling of financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the merging companies leading to increased competitive strength.

i) Amount due to unsecured creditors as on 09th February, 2024:

| Miraj Developers Limited ('MDL' or 'Transferee Company') | Aakaar Buildestate Private Limited ('ABPL' or 'Transferor Company - 1'), | Homework Crafts (India) Private Limited ('HCPL' or 'Transferor Company - 2'), | Noida Health Care Training and Placements Private Limited ('NHCTPPL' or 'Transferor Company - 3') | Pearl Realmart Private Limited ('PRPL' or 'Transferor Company - 4') |
|----------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Rs. 80,20,02,924/- | NIL | Rs. 4,53,49,147/- | Rs. 1,41,47,869/- | NIL |

j) Amount due to Secured creditors as on 09th February, 2024:

| Miraj Developers Limited ('MDL' or 'Transferee Company') | Aakaar Buildestate Private Limited ('ABPL' or 'Transferor Company - 1'), | Homework Crafts (India) Private Limited ('HCPL' or 'Transferor Company - 2'), | Noida Health Care Training and Placements Private Limited ('NHCTPPL' or 'Transferor Company - 3') | Pearl Realmart Private Limited ('PRPL' or 'Transferor Company - 4') |
|----------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Rs. 12,58,99,393/- | NIL | NIL | NIL | NIL |



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6. Effect of the Amalgamation on:

| Particulars | Miraj Developers Limited ('MDL' or 'Transferee Company') | Aakaar Buildestate Private Limited ('ABPL' or 'Transferor Company - 1'), | Homework Crafts (India) Private Limited ('HCPL' or 'Transferor Company - 2'), | Noida Health Care Training and Placements Private Limited ('NHCTPPL' or 'Transferor Company - 3') | Pearl Realmart Private Limited ('PRPL' or 'Transferor Company - 4') |
|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Key Managerial Personnel (KMP) | No effect | Not applicable as the provision for appointment of KMP as per companies Act, 2013 are not applicable | | | |
| Directors | No effect | Shall cease to be directors | | | |
| Promoters | No effect | Not Applicable being Wholly owned subsidiary of MDL | | | |
| Non-promoter members | No effect | Not applicable | | | |
| Deposit holders | Not applicable | | | | |
| Debenture holders | Not applicable | | | | |
| Deposit trustee and debenture trustee | Not applicable | | | | |
| Employees of the company | No effect | Employees, if any of transferor companies will become employees of the Transferee company on the same terms and conditions without any interruption of service upon amalgamation. | | | |
| Creditors | No effect | Creditors, if any of transferor companies will become creditors of transferee company and shall be paid off in the ordinary course of business. Inter-company creditors, if any would get cancelled. | | | |
| Effect of scheme of amalgamation on material interests or directors, Key Managerial Personnel (KMP) and debenture trustee | | | | | |
| Nature of effect if any | No material effect of amalgamation | | | | |

7. Pre and Post Arrangement Capital Structure:



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The pre arrangement capital structure of the Transferor Companies and Transferee Company as on 31st March, 2023 is given above in point 1. The post arrangement capital structure of the Transferee Company is as follows:

| Particulars | Amount (In Rs.) |
|----------------------------------------------------------------------------------------------|---------------------|
| Authorised Share Capital | |
| 1,27,71,665 Equity Shares of Rs.10/ each | 12,77,16,650 |
| 1,80,62,000 Preference Shares of Rs. 10/- each | 18,06,20,000 |
| Total | 30,83,36,650 |
| Issued, Subscribed and Paid-up Share Capital | |
| 1,16,11,665 Equity shares of Rs. 10/- each | 11,61,16,650 |
| 1,80,62,000 8% Non-Cumulative Non- Convertible Redeemable Preference Shares of Rs. 10/- each | 18,06,20,000 |
| Total | 29,67,36,650 |

There will not be any post arrangement capital structure of the Transferor Companies as the Transferor Companies will get dissolved without following the process of Winding up.

8. Investigation or Proceedings, if any, pending against the Company under the Act:

There are no investigations or proceedings which are pending against the Transferor Company as well as Transferee Company under the Companies Act, 2013 and/or Companies Act, 1956. Further there are no winding up proceedings and/or proceedings under the Insolvency and Bankruptcy Code pending against any of the Transferor Companies and Transferee Company as of date.

9. Documents for Inspection:

The following documents are open for inspection, at the Registered Office of the Company during business hours (09.00 A.M. to 6.00 P.M.) on all working days up to and including the date of the Meeting of the Members of the Company and shall also be available for inspection at the venue of the proposed meeting of Members till the conclusion of the said meeting.

- Memorandum and Association and Articles of Association of Transferor and Transferee Companies;
- Latest audited financial statements including consolidated financial statements of Transferor and Transferee Companies;
- Copies of Board Resolution approving the Scheme of Transferor and Transferee Companies;
- Copy of scheme of amalgamation;
- Declaration of Solvency in Form CAA. 10;



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- The certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme of Compromise or Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

10. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities

The Transferor Company doesn't require any further approval from any regulatory authority except the approval of the regulatory authorities as prescribed under Section 233 of Companies Act, 2013.

11. The Members to whom this notice is sent may vote in the meeting either in person or by proxies, or by voting through electronic means and the terms of voting through the proxy are stated in the notes to the notice, which may kindly be referred to.

12. This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.

By Order of the Board of Directors
For Miraj Developers Limited

SD/-

Name: **Manali Jain**

Designation: **Company Secretary**

Membership No.: **A60321**

Date: **15th February, 2024**

Place: **Uper Ki Oden**

Address: **Mahatma Gali Sadar Bazar, Rajnagar, Rajsamand- 313324**



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ATTENDANCE SLIP

02nd Extraordinary General Meeting of 2023-24 of Equity Shareholders dated 11th March, 2024

| | | |
|----------------------------------------------------------------|---|--|
| 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 02nd Extraordinary General Meeting of 2023-24 of Equity Shareholders of the Company on Monday, the 11th day of March, 2024 at 04:00 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 | |



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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf of 02nd Extraordinary General Meeting of 2023-24 of Equity Shareholders of the Company on Monday, the 11th day of March, 2023 at 04:00 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(s) | Vote (Optional See Note 2) (Please mention no. of Shares) | | |
|-------------------------|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------|---------|---------|
| | | For | Against | Abstain |
| SPECIAL BUSINESS | | | | |
| 1 | TO CONSIDER AND APPROVE THE SCHEME OF AMALGAMATION UNDER SECTION 233 OF THE COMPANIES ACT, 2013. | | | |

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.

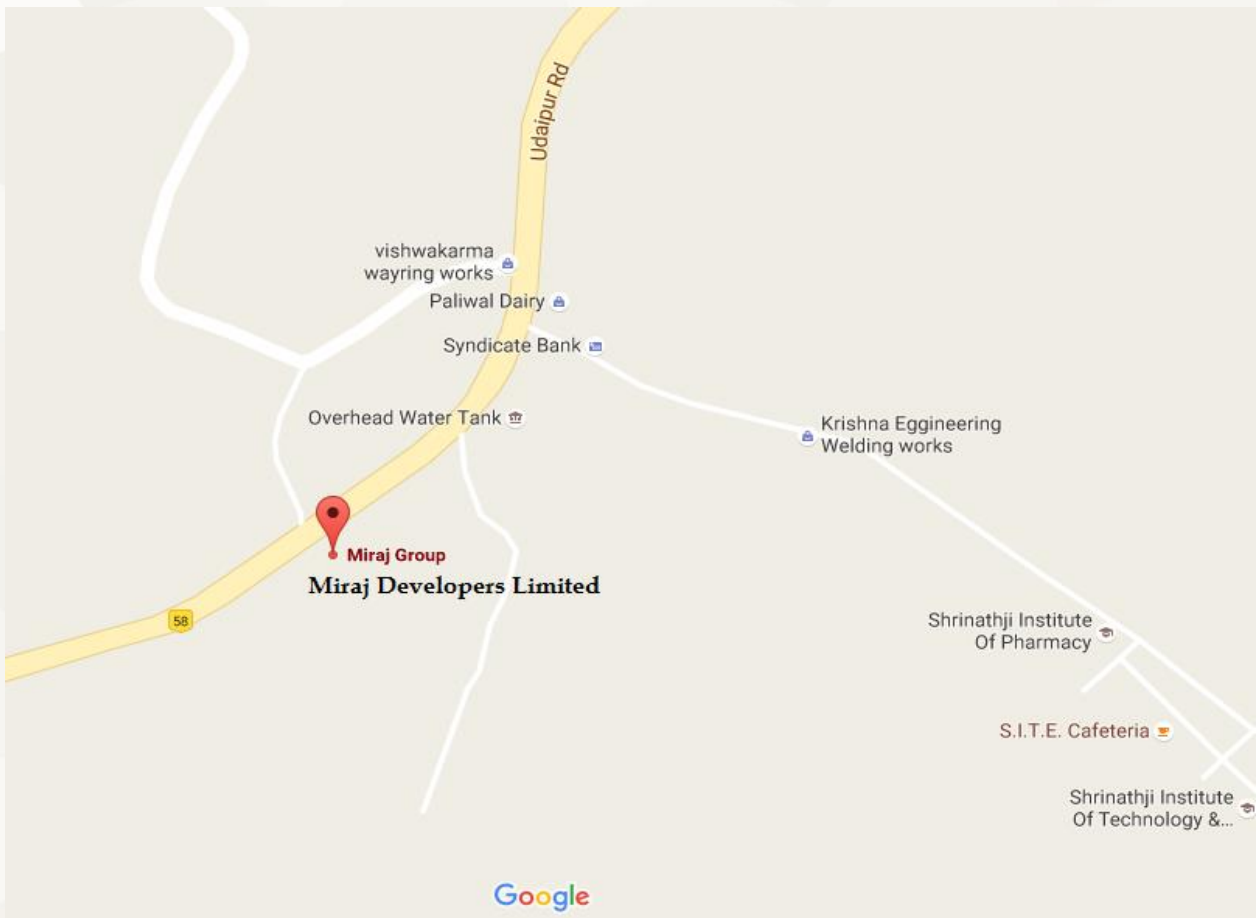


MIRAJ DEVELOPERS LIMITED

CIN : U45201RJ2007PLC023939

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

Route Map of the venue of the 02nd Extraordinary General Meeting of 2023-24 of Equity Shareholders of Miraj Developers Limited



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