



MIRAJ

MULTI COLOUR PVT. LTD.

Registered Office : B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India PIN - 313 001
CIN : U22121RJ1995PTC009437

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of **MIRAJ MULTI COLOUR PRIVATE LIMITED** will be held on Saturday, the 19th day of September, 2015 at 11:00 AM at the registered office of the Company at B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India, PIN - 313 001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To Receive, Consider and Adopt the financial statements of the Company for the year ended March 31, 2015 and the reports of the Directors and Auditors thereon.

Item No. 2. Ratification and Fixation of Remuneration of Auditors

To Ratify the Auditor and Fix of their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution thereof:

“**RESOLED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 09, 2014, the re-appointment of M/s. Jain Nilesh and Company, Chartered Accountants (**Firm Registration No. 018943C**) as the auditors of the Company to hold office from the conclusion of this Annual General Meeting to till the conclusion of the Annual General Meeting of the company to be held for financial year ended on 31st March, 2018 be and is hereby ratified, subject to further ratification by the members at every Annual General Meeting of the company held after this meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be decided by the Board of Directors.”



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SPECIAL BUSINESS

Item No. 3 Re- Classification of Authorized Share Capital

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

“RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions (if any) of the Companies Act, 2013 and including all other statutory amendment(s) or re-enactment(s) as may be in force for time being and rule made there under, for the Existing Authorized Share Capital of the Company i.e 81,00,000 (Eighty One Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each for totaling of Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lacs) 25,000 (Twenty Five Thousand) Equity Shares of Rs. 100/- (Rupees Hundred) each for totaling of Rs. 25,00,000/- (Rupees Twenty Five Lacs) and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10 (Rupees Ten) each for totaling of Rs. 5,00,00,000/- (Rupees Five Crore) aggregating of Rs. 13,35,00,000/- (Rupees Thirteen Crore Thirty Five Lacs) be and is hereby re-classified in to **1,33,50,000 (One Crore Thirty Three Lacs Fifty Thousand) Equity Share of Rs 10/- (Rupees Ten) each aggregating to Rs. 13,35,00,000/- (Rupees Thirteen Crore Thirty Five Lacs Only)** which shall ranking pari passu in all respect with the existing shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V by the following:

V. The Authorized Share Capital of the Company is Rs. 13,35,00,000/- (Rupees Thirteen Crore Thirty Five Lacs) divided into 1,33,50,000 (One Crore Thirty Three Lacs Fifty Thousand) Equity Share of Rs 10/- (Rupees Ten) each.”



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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may, deem fit and proper .”

**By Order of the Board of Directors
For Miraj Multi Colour Private Limited**

**Place: Udaipur
Date: 26.08.2015**

**Sd/-
Krishna Gopal Sharma
Director
DIN 02138539**



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NOTES:

1. **EXPLANATORY STATEMENT:** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in Item No. 3 is annexed.
2. **PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

3. **APPOINTMENT OF AUDITORS:** Pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Jain Nilesh and Company, Chartered Accountants (Firm Registration No. 018943C), who were appointed as Auditors at the 09th September, 2014 in Annual General Meeting for a period until the conclusion of Annual General Meeting to be held for financial year ended on 31st March, 2018 of the company, subject to ratification of the appointment by the members at every Annual General Meeting and to fix their remuneration is put up for the approval of members.
4. **NOTIFICATION BY SHAREHOLDERS:** Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately at the registered office of the company in writing.



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5. **INSPECTION OF RECORDS:** Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours. The said Registers shall also be produced at the commencement of annual general meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
6. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company, are being sent with such documents in the electronic form. **As a Shareholder of the Company; you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.**
7. **REGISTRATION OF E-MAIL ADDRESS:** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the company electronically.
8. **CORPORATE MEMBERS:** Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the Annual General Meeting.

**By Order of the Board of Directors
For Miraj Multi Colour Private Limited**

Place: Udaipur
Date: 26.08.2015

Sd/-
Krishna Gopal Sharma
Director
DIN 02138539



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ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Present Authorized Share Capital of the Company is Rs. 13,35,00,000/- (Rupees Thirteen Crore Thrity Five Lacs Only) divided into 81,00,000 (Eighty One Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each, 25,000 (Twenty Five Thousand) Equity Shares of Rs. 100/- (Rupees Hundred) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10 (Rupees Ten) each.

Your Director wish to re-classified existing Authorized Share Capital of the Company **in to 1,33,50,000 (One Crore Thirty Three Lacs Fifty Thousand) Equity Share of Rs 10/- (Rupees Ten) each aggregating to Rs. 13,35,00,000/- (Rupees Thirteen Crore Thirty Five Lacs Only)** which shall ranking pari passu in all respect with the existing shares of the Company."

As per the provisions of the Companies Act, 2013 any changes in Memorandum of Association and Class of Capital, need shareholder approval, hence the resolution is for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or in any way interested in this resolution.

**By Order of the Board of Directors
For Miraj Multi Colour Private Limited**

Place: Udaipur
Date: 26.08.2015

Sd/-
Krishna Gopal Sharma
Director
DIN 02138539



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Folio No.	
No. of Shares Held	

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the venue of Annual General Meeting of the Company

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company on **Saturday, the 19th day of September, 2015 at 11.00 A.M.** at B -6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India, PIN - 313001

Signature of the Member/Joint Member/Proxy attending 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]

CIN:	U22121RJ1995PTC009437
Name of the Company:	Miraj Multi Colour Private Limited
Registered Office:	B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India, PIN - 313001
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No.	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company on Saturday, the 19th day of September, 2015 at 11:00 A.M. at the registered office of the Company at B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan India, PIN - 313001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1.	
2.	
3.	

Signed this.....day of.....2015

Signature of Shareholder:.....

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

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

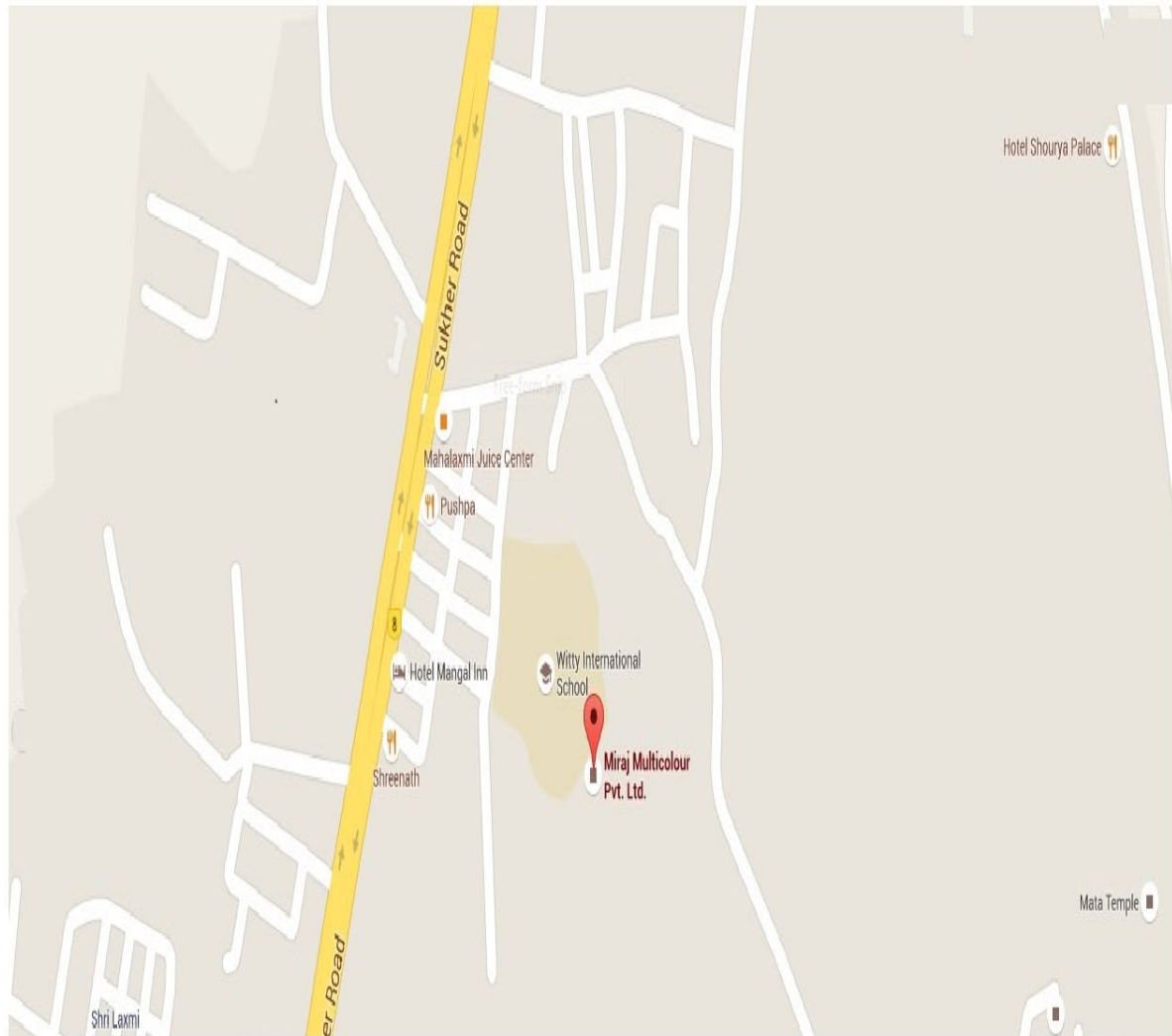


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ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING OF MIRAJ MULTI COLOUR PRIVATE LIMITED



Miraj Multi Colour Private Limited
B-6, Udyog Vihar, Sukher, Udaipur,
Rajasthan

**If undelivered,
Please return to Registered Office of the Company at:
Miraj Multi Colour Private Limited
B-6, Udyog Vihar, Sukher, Udaipur,
Rajasthan**

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