



MIRAJ

MIRAJ MULTI COLOUR PVT. LTD.

Registered Office : B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India PIN - 313 001
Works : B-6 & D-3, Udyog Vihar, Sukher, Udaipur, Rajasthan, India PIN - 313 001
CIN : U22121RJ1995PTC009437

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **MIRAJ MULTI COLOUR PRIVATE LIMITED** is **Scheduled** to be held on Wednesday the 27th day of September, 2017 at 11:00 A.M. at the registered office of the Company at B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India, PIN-313001 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENT TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS:

To Receive, Consider and Adopt the Standalone & Consolidated financial statements of the Company for the year ended March 31, 2017 and the reports of the Directors and Auditors thereon.

2. RATIFICATION AND FIXATION OF REMUNERATION OF AUDITORS

To ratify the appointment of the Auditors of the Company, and fix 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**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Jain Nilesh and Company, Chartered Accountants (Firm Registration No. 018943C), Udaipur, the statutory auditors of the Company, who were appointed to hold office till the conclusion of 23rd Annual General Meeting to be held for the financial year 2018, subject to ratification of their appointment by the members at every Annual General Meeting be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”



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SPECIAL BUSINESS:

3. SUBSTITUTION OF THE HEADINGS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority(ies), as may be necessary, consent of the Members be and is hereby accorded for substituting / replacing / amending the existing heading of the Memorandum of Association in the manner as mentioned below:—

(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
OF
MIRAJ MULTI COLOUR PRIVATE LIMITED
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”

4. SUBSTITUTION / RENAMING / ALTERATION IN THE OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies,



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Rajasthan or any other statutory or regulatory or competent authority (ies), as may be necessary, consent of the Members be and is hereby accorded for:

- I. Renaming the Clause III (A) and III (B) of the Memorandum of Association of the Company, as under:

III (A) – The objects to be pursued by the company on its incorporation are:

III (B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

- II. Inserting / appending the following sub-clause 6 after the existing sub-clauses 5 of Clause III(A) of the Memorandum of Association of the Company:

6. 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.

- III. Replacing the existing sub-clause 1 to 36 of Clause III (B) of the Memorandum of Association of the Company with the new sub-clause 1 to 42.

- IV. Deleting the existing Clause III (C) Other Objects consisting of sub-clauses 1 to 27 of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”



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5. AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority(ies), as may be necessary, consent of the Members be and is hereby accorded for altering the Clause IV of the Memorandum of Association of the Company by replacing the existing Clause IV with the following new Clause IV:

IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”

6. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority(ies), as may be necessary, the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 65 with the new regulations 1 to 88 and adopted as the Articles of Association of the Company.



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RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”

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

Sd/-

Name : Vishal Jain

Designation : Company Secretary

M.NO.- A45820

Address: 2 KA 18, Gayatri Nagar,
Hiran Magri, Sector-5, Udaipur, Rajasthan,
India, PIN-313002

Place: Udaipur

Date: 25.08.2017



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NOTES:

1. EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to sub-section (1) of section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

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. 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.

4. 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 i.e. from 9:00 A.M. to 6:00 P.M. The said Registers shall also be produced at the commencement of Annual General Meeting (AGM) and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

All documents referred to in the Notice including copy(ies) of the existing and altered Memorandum and Articles of Association of the Company showing the proposed changes are



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available for inspection of the members at the Company's registered office on all working days during business hours i.e. from 9:00 A.M. to 6:00 P.M. and shall also be placed in the ensuing AGM for the purpose of verification by members.

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

5. GREEN INITIATIVE IN CORPORATE GOVERNANCE:

In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there under, Shareholders who have opted to receive the Notice convening the General Meetings, Financial Statements, Board's 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.

6. 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.

7. 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 AGM.

8. ATTENDANCE SLIP:

Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

9. Members are requested to bring their copy of the notice with them at the AGM as no extra copies of notice will be distributed at the meeting venue.

10. Route Map showing directions to reach to the venue of the AGM is given at the end of this Notice.



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

Sd/-

Name : Vishal Jain

Designation : Company Secretary

M.NO.- A45820

Address: 2 KA 18, Gayatri Nagar, Hiran
Magri, Sector-5, Udaipur, Rajasthan, India,
PIN-313002

Place: Udaipur

Date: 25.08.2017



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ANNEXURE TO THE NOTICE OF THE 22ND ANNUAL GENERAL MEETING:

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

Item No. 3 to 5:

In order to comply with the provisions of section 4 of the Companies Act, 2013, the Company proposes to alter/amend/delete/omit/replace/append the headings, sub-heading, clauses of Memorandum of Association (MOA). The proposed modifications in MOA are carried out to give effect to the provisions of the Companies Act, 2013.

Consequent to the proposed deletions of the entire Other Objects Clause in the Memorandum of Association, the objects clause has been suitably modified to include business of consultants, investment advisors etc. and the existing sub-clause 1 to 36 of Clause III (B) of the Memorandum of Association of the Company is also being proposed to replace with the new sub-clause 1 to 42.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item nos. 3 to 5 of this Notice.

A copy of the existing and altered MOA will be available for inspection at the AGM and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours i.e. from 9:00 A.M. to 5:00 P.M., at the registered office of the Company.

The Board of Directors recommend passing of the resolutions set out in item Nos. 3 to 5 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item Nos. 3 to 5 of the Notice.



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Item No. 6:

The Existing regulations 1 to 65 of the Articles of Association (AOA) are proposed to be replaced by the new set of regulations 1 to 88 and proposed to be adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Pursuant to provisions of section 14 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Articles of Association of the Company, as mentioned in agenda item nos. 6 of this Notice.

A copy of the existing and altered AOA will be available for inspection at the AGM and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours i.e. from 9:00 A.M. to 6:00 P.M., at the registered office of the Company. The Board of Directors recommend passing of the resolutions set out in item No. 6 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item No. 6 of the Notice.

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

Sd/-

Name : Vishal Jain

Designation : Company Secretary

M.NO.- A45820

Address: 2 KA 18, Gayatri Nagar, Hiran
Magri, Sector-5, Udaipur, Rajasthan, India,
PIN-313002

Place: Udaipur

Date: 25.08.2017



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ATTENDANCE SLIP

CIN:	U22121RJ1995PTC009437
Name of the Company:	Multi Colour Private Limited
Registered Office:	B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India, PIN – 313001

22nd Annual General Meeting –27th September, 2017

Folio No.	
No. of shares held	

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the 22nd Annual General Meeting of the Company on Wednesday, the 27th day of September, 2017 at 11:00 A.M. at the registered office of the Company at B-6, Udyog Vihar, Sukher, Udaipur, Rajasthan, India, PIN – 313001

.....
Name of Member / Proxy
(in BLOCK letter)

.....
Signature of Member / Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



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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 21st Annual General Meeting of the Company on Wednesday , the 27th day of September, 2017 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:



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Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	ADOPTION OF FINANCIAL STATEMENT TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS			
2	APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY			
SPECIAL BUSINESS				
3	SUBSTITUTION OF THE HEADINGS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY			
4	SUBSTITUTION / RENAMING / ALTERATION IN THE OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY			
5	AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY			
6	ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY			

Signed this.....day of.....2017

Affix revenue stamp not less than Re. 1/-

.....
Signature of Member

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

Notes:

1. This form of proxy, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



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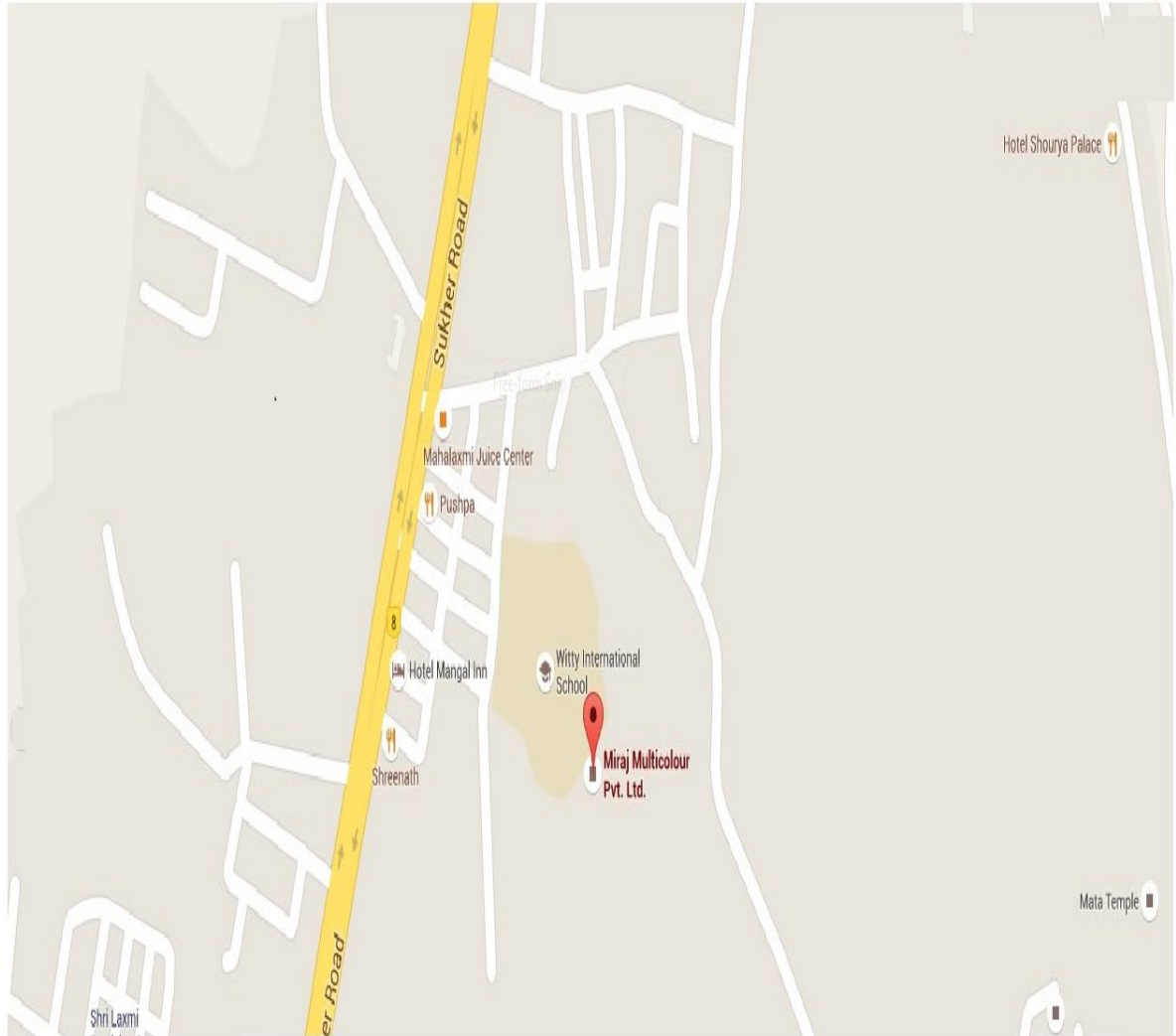
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Works : B-6 & D-3, Udyog Vihar, Sukher, Udaipur, Rajasthan, India PIN - 313 001

CIN : U22121RJ1995PTC009437

ROUTE MAP OF THE VENUE OF THE 22ND ANNUAL GENERAL MEETING OF MIRAJ MULTI COLOUR PRIVATE LIMITED



Miraj Multi Colour Private Limited
B-6, Udyog Vihar, Sukher, Udaipur,
Rajasthan, India, PIN-313001

If undelivered,
Please return to Registered Office of the Company at:
Miraj Multi Colour Private Limited
B-6, Udyog Vihar, Sukher, Udaipur,
Rajasthan, India, PIN-313001