

# MAGNITE DEVELOPERS PRIVATE LIMITED

CIN : U45309PN2022PTC207434

Registered Office : 3rd Floor, S. No. 34, Near Inorbit Mall Wadgaon Sheri, Pune 411014

E-mail : [secretarial@solitaire.in](mailto:secretarial@solitaire.in) || Website – [www.themdpl.in](http://www.themdpl.in) || Phone No. : 020-66850000

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**Date : 17<sup>th</sup> March, 2023**

Listing Compliances

**BSE Limited,**

Floor 25, P. J. Towers,

Dalal Street, Mumbai – 400001

**Subject: Notice of Extra-ordinary General Meeting to be held on Friday, 17<sup>th</sup> March, 2023**

**Ref : Regulation 50(2) read with Schedule III and other applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Dear Sir/Madam,

This is to inform you that an Extra-ordinary General Meeting of the Members of Magnite Developers Private Limited is scheduled to be held on Friday, 17<sup>th</sup> March, 2023, at 03:30 p.m., at the registered office of the Company at 3<sup>rd</sup> Floor, S. No. 34, Near Inorbit Mall, Wadgaon Sheri, Pune 411014 to transact the special business as mentioned in the Notice of the Meeting which is enclosed herewith.

The Notice is being sent to the Members and others who are entitled to receive the same.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

**For Magnite Developers Private Limited**

**Nilesh Vilaskumar Palresha**

**Director**

**DIN : 00414963**



**Encl: a/a.**

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Members of Magnite Developers Private Limited will be held on Friday, 17<sup>th</sup> March, 2023 at 03:30 p.m. at the Registered Office of the Company at 3<sup>rd</sup> Floor, S. No. -34, Near Inorbit Mall, Wadgaon Sheri, Pune 411014, to transact the following business:

### Special Business:

1. **ISSUANCE OF UPTO 40,000 SENIOR, SECURED, REDEEMABLE, LISTED, RATED, NON CONVERTIBLE DEBENTURES OF FACE VALUE OF RS. 1,00,000/- (RUPEES ONE LAKHS ONLY) EACH, AGGREGATING TO RUPEES 400,00,00,000 (RUPEES FOUR HUNDRED CRORES ONLY) ISSUED AT PAR**

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

**“RESOLVED THAT** subject to the provisions of Section 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, Companies (Share Capital and Debentures) Rules, 2014, other applicable laws and in accordance with the Memorandum of Association and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to raise funds, by way of issuance of 40,000 senior, secured, redeemable, listed, rated, non-convertible debentures of face value of Rs.1,00,000 (Rupees One Lakhs only) each, issued at par, (hereinafter, the “Debentures”) by way of private placement, on the terms and conditions to be set out in the debenture trust deed dated 04 October 2022, as amended from time to time (the "Debenture Trust Deed") entered into between the Company and Catalyst Trusteeship Limited, as the debenture trustee ("Debenture Trustee") and the Placement Memorandum.

**RESOLVED UNANIMOUSLY FURTHER THAT** in respect of the issuance of the Debentures, the Company be and is hereby authorized to prepare and issue disclosure documents as per the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended or updated from time to time and a Form PAS-4 disclosure document setting out the terms and conditions of the issuance of the Debentures (the "Placement Memorandum")

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms of the Debentures, including but not limited to, the number of tranches / series, the terms of the issue, issue price, tenor, interest rate, listing, rating, costs, fees and charges payable for the Debentures and

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security for the Debentures, without requiring any further approval of the members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the private placement of the Debentures, the Board be and is hereby authorized to make an offer to investors and other eligible persons, in accordance with the Companies Act and rules thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters as things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and including without limitation, for matters connected therewith or incidental thereto and to negotiate, amend, finalize, alter, sign and otherwise execute any deeds / documents / undertakings / agreements / papers / writing, as may be required in this regard and to delegate all or any of these powers to any of the Director(s) or to a duly constituted committee of the Board and/or the company secretary or any other officer(s) of the Company.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.

**RESOLVED FURTHER THAT** the aforesaid resolutions shall come into effect immediately and a copy of the foregoing resolutions certified to be a true copy by any of the Directors may be furnished to such parties concerned with respect to the issue of Debentures.”

## **2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for insertion of following clause:

New Clause 58 (v) under ‘Board of Directors’

Clause 58 (v): Subject to these Articles above, the Board shall have power at any time, to appoint any person as a director nominated by a financial or lending institution / lender /

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security trustee / debenture trustee in pursuance of any agreement / deed or provisions of any law for the time being in force.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**By order of the Board**

**For Magnite Developers Private Limited**



**Nilesh Vilaskumar Palresha**

**Director**

**DIN : 00414963**

**Regd Office:** 3<sup>rd</sup> Floor, S. No. -34,  
Near Inorbit Mall, Wadgaon Sheri,  
Pune 411014

**Place: Pune**

**Date: 17.03.2023**

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## NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “Meeting” is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A proxy may be sent by submitting form no. MGT-11 enclosed and in order to be effective, it must reach the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A member holding more than 10% 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 shareholder.
3. A person can act as proxy for maximum 50 members and aggregate holding of such members shall not be more than 10% of total share capital of the Company carrying voting rights.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting is annexed hereto and forms part of Notice.
5. The Notice is being sent to all the Members, whose names appear in the Register of Members as on the date of signing of this Notice.
6. Body corporate can be represented at the meeting by such person(s) as are authorised. The scan copy/physical copy of relevant Board Resolution/ Authority letter etc. as required under section 113 of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be sent to the Company Secretary at [secretarial@solitaire.in](mailto:secretarial@solitaire.in), prior to the meeting or can be submitted at the time of meeting.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Meeting.
8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which directors are interested, maintained under section 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members during the EGM.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

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10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's registered office.
  
11. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under.