



M.R. Organisation Limited

Manufacturer, Exporter, Supplier & Importer of Air Compressor Spares

CIN No. : L29305GJ2013PLC074365

Notice of the 7th Annual General Meeting
Of
M.R. Organisation Limited

Date: 5th September, 2020

Dear Members/ Directors/ Auditor,

You are cordially invited to attend the Seventh Annual General Meeting (AGM) of the members of M.R. Organisation Limited (the 'Company') to be held on Wednesday, 30th September, 2020 at 12.00 P.M. at Sumel-11, 401, 4th Floor, Block - D, Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad - 380004.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

Place: Ahmedabad
Dated: 5th September, 2020

By Order of the Board of Directors
M.R. Organisation Limited

For, M. R. ORGANISATION LIMITED

MANAGING DIRECTOR

Mayur Kamdar
Managing Director
DIN: 00369341

Enclosures:

1. Notice of the AGM alongwith Explanatory Notes
2. Attendance slip
3. Proxy form

H.O. : Sumel-11, 401, 4th Floor, Block-D, Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad-380004. Gujarat, India.
Phone : 91-79-29098077, 29098078 Fax : 91-79-22139242 Email : sales@mrocomparts.com

Manufacturing Unit : 83, Swaminarayan Godown, O/s. Dariyapur Gate, Dariyapur, Ahmedabad - 380 004. Gujarat, India.
Reg. Office : B/8, Capital Commercial Centre, Nr. Patang Hotel, Ashram Road, Ahmedabad-380009. Ph. 26575355

Notice of Annual General Meeting

Notice is hereby given that the Seventh Annual General Meeting of the members of the **M.R. Organisation Limited** will be held on Wednesday, 30th September, 2020 at 12.00 p.m. at Sumel -11, 401, 4th Floor, Block - D, Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad - 380004 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company as on 31st March, 2019, with the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Pranali Kamdar (DIN: 00971115), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Appointment of M/s. N.M. Pathak & Co., Chartered Accountants [FRN 107786W] as a Statutory Auditor of the Company.

SPECIAL BUSINESS:

4. **Transactions with Related Parties Under Section 188 of the Companies Act, 2013.**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under and also pursuant to the consent of Audit Committee and Board of Directors vide resolution passed in their respective meetings, consent of the members of the Company be and is hereby accorded to Related Party transactions as entered by the Company for the Financial Year 2019-20 of a value of Rs. 15,25,03,012 and to enter into "Blanket Agreement" for Financial Year 2020-21 which covers all proposed contracts and/or agreements as detailed in table forming part of the explanatory statement annexed to the notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature called.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

By Order of the Board of Directors
M.R. Organisation Limited

For, M. R. ORGANISATION LIMITED

Mayur Kamdar

MANAGING DIRECTOR

Mayur Kamdar
Managing Director
DIN: 0036934

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no (item no of special business) is annexed hereto and forms part of notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address with the Company. Members who have not registered their email address with the Company can now register the same by submitting to M/s. Bigshare Services Private limited having office at A/802, Samudra complex, Near Klassic Gold, Girish cold drink, C.G Road, Ahmedabad – 380 009. Members holding shares in demat form are requested to register their email address with the Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
4. The Register of Members and Share Transfer Books will remain close from 24th September, 2020 to 30th September, 2020 (both days inclusive).
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.

Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice.

ITEM NO. 4

Approval of transactions with Related Parties:

During the Financial year 2019-20, the Company has entered into "Related party transactions" as per section 188 of Companies Act, 2013 worth Rs. 15,25,03,012 and proposed to enter into business transactions during Financial Year 2020-21 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company.

The Company is proposed to enter into related party transactions as mentioned in the below table for Financial Year 2020-21 which also requires approval of shareholders of the Company.

Blanket Agreement – Proposed transaction for F.Y. 2020-21.

Sr No.	Nature of Transaction	Name of the Company	Amount Sanctioned
1	Sales	M.R. ORGANISATION U.S.A. (LLC)	10,00,00,000
		M.R. ORGANISATION EUROPE BVBA	10,00,00,000
		M.R. EXPORT INCORPORATION	10,00,00,000
		PRIME COMPRESSOR SERVICE PVT LIMITED	10,00,00,000
		MAYUR TEXTILE INDUSTRIES	1,00,00,000
2	Purchase	M.R. ORGANISATION U.S.A. (LLC)	3,00,00,000
		M.R. ORGANISATION EUROPE BVBA	3,00,00,000
		M.R. EXPORT INCORPORATION	2,50,00,000
		PRIME COMPRESSOR SERVICE PVT LIMITED	6,00,00,000
		MAYUR TEXTILE INDUSTRIES	20,00,000
3	Commission	M.R. ORGANISATION EUROPE BVBA	1,00,00,000
		M.R. ORGANISATION U.S.A. (LLC)	1,00,00,000
		MIRAGE RASESH SHAH	12,00,000
		RUCHIKA RASESH SHAH	10,00,000
		DEVAL KAMDAR	10,00,000
		HARSHIL KAMDAR	10,00,000
		BANSARI KAMDAR	10,00,000
		ABHISHEK ORGANIZERS PVT LTD.	25,00,000
4	Remuneration & Salary	MAYUR KAMDAR	48,00,000
		PRANALI KAMDAR	30,00,000
		RASESH SHAH	2,00,000
		SILKY JAIN	4,40,000
		PRIYANKA GUPTA	6,00,000
5	Loan and Advance Given During the Year	M.R. ORGANISATION U.S.A. (LLC)	1,00,00,000
		M.R. ORGANISATION EUROPE BVBA	1,00,00,000
		M.R. EXPORT INCORPORATION	1,00,00,000
		PRIME COMPRESSOR SERVICE PVT LIMITED	1,00,00,000
		MAYUR TEXTILE INDUSTRIES	1,00,00,000
		MAYUR KAMDAR	3,00,00,000
		PRANALI KAMDAR	3,00,00,000

6	Loans Accepted During the Year:	M.R. EXPORT INCORPORATION	1,00,00,000
		PRIME COMPRESSOR SERVICE PVT LIMITED	1,00,00,000
		MAYUR TEXTILE INDUSTRIES	1,00,00,000
		MAYUR KAMDAR	3,00,00,000
		PRANALI KAMDAR	3,00,00,000
		M.R. ORGANISATION U.S.A. (LLC)	1,00,00,000
		M.R. ORGANISATION EUROPE BVBA	1,00,00,000
7	Rent	MAYUR KAMDAR	5,00,000
		PRANALI KAMDAR	5,00,000
		M.R. EXPORT INCORPORATION	5,00,000
		RAKESH KAMDAR	5,00,000
		MAYUR TEXTILE INDUSTRIES	15,00,000

A copy of the draft agreements with said related parties setting out the terms and conditions is/are available for inspection without any fee to members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

By Order of the Board of Directors
M.R. Organisation Limited

For, M. R. ORGANISATION LIMITED
Mayur Q Kamdar
MANAGING DIRECTOR

Mayur Kamdar
Managing Director
DIN: 00369341

ATTENDANCE SLIP
7th Annual General Meeting,
Wednesday, 30th September, 2020 at 12:00 P.M.

Regd. Folio No. _____

DP ID _____

Client ID/Ben. A/C _____

No. of shares held _____

I certify that I am a registered shareholder /proxy for the registered Shareholder of the Company and hereby record my presence at the 7th Annual General Meeting of the Company on Wednesday, 30th September, 2020 at 12:00 P.M at Sumel – 11 , 401 , 4th Floor , Block – D , Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad - 380004

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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: L29305GJ2013PLC074365

Name of the Company: **M.R. Organisation Limited**

Registered office: B-8, Capital Commercial Centre, Near Patang Hotel, Ashram Road, Ahmedabad -380 009

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____
Folio No/ Clint Id: _____
DP ID: _____

1.Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

2.Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 7th Annual General Meeting of members of the Company, to be held on Wednesday, 30th September, 2020 at Sumel – 11 , 401 , 4th Floor , Block – D , Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad – 380004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Optional	
Ordinary Business		For	Against
1.	Adoption of Financial statements for the year ended 31 st March, 2020.		
2.	Appointment of Mrs. Pranali Kamdar (DIN: 00971115), as a Director retiring by rotation.		
3.	Ratification of appointment of Statutory Auditor for F.Y. 2020-21.		
Special Business			
4.	Transactions with Related parties under Section 188 of the Companies Act, 2013.		

Signed this _____ day _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue
Stamp

Note:

1. **This form of proxy in 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.**
2. **A proxy need not be a member of the Company.**
3. **A person can act as proxy on behalf of members upto and not exceeding Fifty and holding in aggregate not more than ten percent of the total share capital of the company carry voting rights. Further a member holding more 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 membe**