



M.R. Organisation Limited (CIN No. : U29305GJ2013PLC074365)

Manufacturer, Exporter, Supplier & Importer of Air Compressor Spares

**Shorter notice of the 10th Annual General Meeting
Of
M.R. Organisation Limited**

Date: 28/08/2023

Dear Members/ Directors/ Auditor,

You are cordially invited to attend the Tenth Annual General Meeting (AGM) of the members of **M.R. Organisation Limited** (the 'Company') to be held on Saturday, 02/09/2023 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: 28/08/2023

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, Block - D, 4th Floor, Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad-380004. Gujarat, INDIA.
Phone : 91-79-29098077, 29098078 • Email : sales@mrorganisation.com

Manufacture Unit : 83, Swaminarayan Godown, O/s. Dariyapur, Ahmedabad - 380 004. Gujarrat, India.

Reg. Office : B/8, Capital Commercial Center, Nr. Patang Hotel, Ashram Road, Ahmedabad.

Notice of Annual General Meeting

Notice is hereby given that the Tenth Annual General Meeting of the members of the **M.R. Organisation Limited** will be held on Saturday, 02/09/2023 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 31/03/2023, with the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Rashmi Gupta (DIN: 09515362), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Rasesh Shah (DIN:00101637), who retires by rotation and being eligible, offers himself for reappointment.
4. To approve the appointment of M/s. N.M. Pathak & Co., Chartered Accountants [FRN 107786W] as a Statutory Auditor of the Company.

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, if any, and rules made there under, M/s. N.M. Pathak & Co., Chartered Accountants [FRN 107786W] be and is hereby re-appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company, subject to ratification by the shareholders at every Annual General Meeting till the 14th Annual General Meeting, at a remuneration and out of pocket expenses, of any to be mutually decided between Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

SPECIAL BUSINESS:

5. 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 F.Y. 2022-23 of a value of Rs. 23,15,56,259 and to enter into “Blanket Agreement” for Financial Year 2023-24 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.”

6. To appoint and fix remuneration of Ms. Bansari Kamdar (DIN: 07143733) as an Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of section 161, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and subject to such conditions as may be imposed by any authority while granting such consents, permission and approvals and as agreed by Board members and Committee members thereof, consent of the members be and is hereby given to the appointment of Ms. Bansari Kamdar (DIN: 07143733) as a Director, designated as Executive Director for a period of five years with effect from 17/08/2023 at a remuneration of Rs. 2,21,117/- (Rupees. Two lakhs twenty- one thousand one hundred seventeen only) per month and subject to revision from time to time with necessary approval of Board, if required.

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated where in any financial year, during the currency of the term of Ms. Bansari Kamdar (DIN: 07143733) as a Director, if the company has no profit or profits are inadequate, the Company shall pay remuneration by way of salary and commission as specified in section II of schedule V of the Companies Act, 2013 or such other limit as may be prescribed from time to time as minimum remuneration.

RESOLVED FURTHER THAT Mr. Mayur Kamdar, Director of the Company be and is hereby authorized to sign and file necessary forms and papers as required under the Companies Act,2013 with Ministry of Corporate Affairs and to do everything necessary therefore and incidental thereto on behalf of the Company.”

By Order of the Board of Directors
For, **M. R. ORGANISATION LIMITED**
M.R. Organisation Limited


MANAGING DIRECTOR

Mayur Kamdar
Managing Director
DIN: 00369341

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 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 physical or electronic mode to the Members of the Company.
4. 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 2022-23, the total amount of Rs. 23,15,56,259 Related Party Transactions occurred. It was informed that the Related Party transactions are in ordinary course of business and at arm length price. The Company is proposed to enter into related party transactions as mentioned in the below table for Financial Year 2023-24 which also requires approval of shareholders of the Company.

Blanket Agreement – Proposed transaction for F.Y. 2023-24.

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
		STANDARD AIR LIMITED	10,00,00,000
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	6,60,00,000
		MAYUR TEXTILE INDUSTRIES	20,00,000
		STANDARD AIR LIMITED	1,00,00,000
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
		PRIME COMPRESSORS PVT. LTD	11,58,000
M.R. EXPORT INCORPORATION	8,00,000		
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.

ITEM NO. 5

To appoint and fix remuneration of Ms. Bansari Kamdar (DIN: 07143733) as an Executive Director of the Company.

The Board of Directors subject to the approval of members has appointed Ms. Bansari Kamdar (DIN: 07143733) as a Executive Director of the Company five (5) years at a remuneration of Rs. 2,21,117/- (Rupees. Two lakhs twenty- one thousand one hundred seventeen only) per month.

Ms. Bansari Kamdar is well educated and has diversified knowledge in international relations and communications. She holds Bachelor of Science (BSC) degree in Management and Mechanical engineering from USA, Master's degree in international relations and international communication from Boston University, Master's degree in applied Economics from University of Massachusetts Boston.

The Board of Director at their meeting held on 17/08/2023, considered and appointed Ms. Rashmi Gupta (DIN: 09515362) Ms. Bansari Kamdar (DIN: 07143733) as a Executive Director of the Company five (5) years.

Ms. Bansari Kamdar, Mr. Mayur Kamdar and Ms. Pranali Kamdar being an interested party to the said resolution are not allowed to vote for the resolution.

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

For, M. R. ORGANISATION LIMITED


MANAGING DIRECTOR

Mayur Kamdar
Managing Director
DIN: 00369341