



NOTICE IS HEREBY GIVEN THAT 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M.R. ORGANISATION LIMITED WILL BE HELD ON MONDAY THE 08<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT 12:00 P.M. (NOON) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1108, TIMES SQUARE ARCADE, OPP. RAMBAUG, NR, RAVIJA PLAZA, THALTEJ-SHILAJ ROAD, THALTEJ, AHMEDABAD-380059, THALTEJ, AHMEDABAD, DASKROI, GUJARAT, INDIA, 380059 TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESSES:**

**1. TO RECEIVE, CONSIDER AND ADOPT:**

- a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, together with the Director Reports and auditor's reports thereon; and
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025, with the Director Reports and auditor's reports thereon.

and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolutions:**

**"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

**"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025, and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

**2. TO DECLARE A FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2024-25.**

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

**"Resolved that** dividend at the rate of Rs. 1/- (Rupee one only) per fully paid-up equity share of face value of Rs. 10/- each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025."

**3. TO APPOINT A DIRECTOR IN PLACE OF MS. RASHMI GUPTA (DIN: 09515362), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Articles of Association of the Company, and such other consent and permission as may be necessary, and subject to such modifications, variations as may be approved, approval of the Members be and is hereby accorded for the re-appointment, Ms. Rashmi Gupta (DIN: **09515362**), who retires by rotation at this meeting, and being eligible, has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**4. APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY:**

To appoint M/s. Shah Sanghvi & Associates, Chartered Accountants (Firm Registration No. 140107W) as Statutory Auditors of the Company to hold office from the conclusion of the 12th Annual General Meeting of the Company till the conclusion of the 17<sup>TH</sup> Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any and pursuant to the recommendation of the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Shah Sanghvi & Associates Chartered Accountants (Firm Registration No. 140107W) as the Statutory Auditors of the Company, for a continuous period of 5 (Five) years, i.e. Financial Years 2025-26, 2026-27, 2027-28, 2028-29 and 2029-2030 to hold office from the conclusion of this 12<sup>th</sup> Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting which will be held in Financial Year 2029-30, at such remuneration duly approved by the Board of Directors.”

“**RESOLVED FURTHER** the Board of Directors be and are hereby severally authorized to file necessary e-forms, papers with the statutory authorities including the Registrar of Companies, as may be required under the applicable law to give effect the above said Resolution.”

**SPECIAL BUSINESSES:**

**5. TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION INTER-ALIA TO THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the new set of Memorandum of Association pursuant to the Act primarily based on the Form of Table A

under the Act, be and is hereby approved and adopted as new set of Memorandum of Association in the place of existing Memorandum of Association of the Company..

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

**6. AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution and is hereby accorded to add following sub-clause (2) after subclause (1) of clause III (A) of the Memorandum of Association of Company and further subclauses be renumbered accordingly:

Object clause to be inserted as III – A (2) in Memorandum of Association of the Company

***2. To carry on the business of a leasing company, hire purchase company, P2P lending (peer-to-peer / principal-to-principal) company and finance company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, schools, colleges or coaching institutions, individuals, industry – large, medium and small or corporate, through online or offline medium, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, educational loans, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, as also services of every kind and description, computers, storage tanks, toll roads, communication satellites, communication lines, factories, rolling stock, moveable and immoveable property, to engage in all forms of securitisation, installment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.***

**3. To promote the formation and mobilization of capital, to manage capital, savings and investment, to act as a discount and acceptance house and purchase, finance, re-finance, co-accept, discount and re-discount bills of exchange(s) or any other kind of trade or financial bills or credit instruments, to act as or carry on the business of consultants, advisers, managers, experts and technical collaborators in matters pertaining to, without prejudice to the generality of the foregoing, portfolio management services, syndication of loans, counselling and tie-up for project and working capital, finance, syndication of financial arrangements whether in domestic or international markets, mergers and amalgamations, asset reconstruction or recovery, wealth management, infrastructure finance, corporate re-structuring, corporate planning & strategic planning, foreign currency lending or borrowing, project planning and feasibility, investment counselling, setting up of joint ventures, finances, management, marketing of financial and money market instruments and products, prospecting and projecting of businesses and valuation of undertakings, business concerns, assets, concessions, properties or rights or any other business area and to employ experts for any of these purposes and to promote or act as Investment Bankers, Merchant Bankers, Portfolio Investment Managers, Lead Managers or Co-Managers, Market Makers, Book Runners and further perform any other kind of role as an Intermediary or Advisor in the Securities Market.**

**4 To render services as brokers, commission agents, importers and exporters, and to act as trustees, executors, administrators, managers, agents or attorney, to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities.**

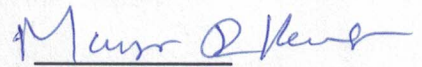
**5 To act as money changers, brokers, dealers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to deal in documents related to import or export trade, payables or receivables or securities either within or outside India; to engage in the foreign exchange money changing business, money transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad; to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients; to manage, acquire, hold, exchange, dispose of monies, foreign exchange, investments, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, Government or other bodies; to do the business of broking in exchange, currencies.**

**6. To carry on the business of providing microfinance/ micro credit services as permitted from time to time by the Reserve Bank of India or other regulatory authority(ies) as may be applicable in this respect .**

“RESOLVED FURTHER the Board of Directors be and are hereby severally authorized to file necessary e-forms, papers with the statutory authorities including the Registrar of Companies, as may be required under the applicable law to give effect the above said Resolution.”

Date: 24/07/2025  
Place: Ahmedabad  
M.R. ORGANISATION LIMITED  
CIN: U29305GJ2013PLC074365

By order of the Board  
M.R. Organisation Limited



Mayur Kamdar  
Managing Director  
DIN:00369341



Rashmi Gupta  
Whole-time Director  
DIN: 09515362

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Business in the notice is annexed thereto.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the AGM.
5. The relevant documents referred to in the Notice are open for inspection by members at the Registered Office of the Company on all working days during business hours up to the date of the AGM
6. The Notice of the AGM is being sent Physically to all the Members of the company.
7. Route Map: Annexed at the last page of notice.

**Brief Profile of the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting**

|  |  |
|--|--|
| <b>Name of Directors</b>   | <b>RASHMI GOPALBHAI GUPTA</b>  |
| Date of Birth  | 15/01/1977   |
| Date of Appointment  | 07/03/2022   |
| Expertise/ Experience in specific functional areas   | She has extensive experience and expertise in managing international and domestic sales and development of Companywide marketing strategy with implementation management |
| Total no. of years' experience   | 15 Years   |
| Qualification  | B.SC PGDMS   |
| No. & % of Equity Shares held  | Nil  |
| List of outside Company's directorship held  | Nil  |
| Chairman/Member of the Committees of the Board of Directors of the Company.                          | Nil  |
| Chairman /Member of the Committees of the Board Directors of other Companies in which he is director | Nil  |
| Interest relations with other directors and KMP  | Not related  |

**EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT TO THE SPECIAL BUSINESS:**

**ITEM NO.5 To adopt new set of Memorandum of Association as per Companies Act, 2013.**

The Memorandum of Association ("MoA") of the Company is presently in force since its incorporation of the Company i.e. year 2013. The existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

As our company was Incorporated as Part IX company, the existing MOA consists of Partnership deed, financials of partnership firm as a part of MOA but as per the new Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. Given this position, it is considered expedient to wholly replace the existing Memorandum of Association by a new set of MoA. It is thus expedient to adopt new set of Memorandum of Association (primarily based on Table A set out under the Companies Act, 2013), in place of existing Memorandum of Association of the Company instead of amending the Memorandum of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on May 6, 2024 decided to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same. In terms of section 4 and 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Memorandum of Association of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. Your directors in its meeting held on 06<sup>th</sup> May 2025 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 5.

**ITEM NO.6 AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the Objects Clause of the Memorandum of Association of the Company (MOA'), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The Main "Object clause" of the MOA of the company is being amended by inserting new sub-clause 2,3,4,5 and 6 after sub-clause 1.

The Board at its meeting held on 06, May 2025 has approved alteration of the MOA of the Company, and the Board now seek Members' approval for the same.

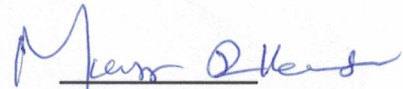
The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution

The Board recommends the resolution as set out in the Notice for approval of the members as a **Special Resolution**.

Date: 06/08/2025  
Place: Ahmedabad  
M.R. ORGANISATION LIMITED  
CIN: U29305GJ2013PLC074365

M.R. Organisation Limited



Mayur Kamdar  
Managing Director  
DIN:00369341



Rashmi Gupta  
Whole-time Director  
DIN: 09515362

**ATTENDANCE SLIP**  
**12<sup>th</sup> Annual General Meeting,**  
**Monday the 08th Day of September 2025 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 12<sup>th</sup> Annual General Meeting of the Company on Monday the 08th Day of September 2025 at 12:00 P.M at 1108, TIMES SQUARE ARCADE, OPP. RAMBAUG, NR, RAVIJA PLAZA, THALTEJ-SHILAJ ROAD, THALTEJ, AHMEDABAD-380059, THALTEJ, AHMEDABAD, DASKROI, GUJARAT, INDIA, 380059

\_\_\_\_\_  
\_\_\_\_\_  
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.

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**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: U29305GJ2013PLC074365

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

Registered office: 1108, TIMES SQUARE ARCADE, OPP. RAMBAUG, NR, RAVIJA PLAZA, THALTEJ-SHILAJ ROAD, THALTEJ, AHMEDABAD-380059, THALTEJ, AHMEDABAD, DASKROI, GUJARAT, INDIA, 380059.

I/ We being the member of ....., holding.....shares, hereby appoint

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 12<sup>th</sup> Annual General Meeting of members of the Company, to be held on Monday the 08th Day of September 2025 at 12:00 P.M. at the Registered office of the company at 1108, TIMES SQUARE ARCADE, OPP. RAMBAUG, NR, RAVIJA PLAZA, THALTEJ-SHILAJ ROAD, THALTEJ, AHMEDABAD-380059, THALTEJ, AHMEDABAD, DASKROI, GUJARAT, INDIA, 380059 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           |  | Optional |         |
|--------------------------|--|----------|---------|
|                          |  | For      | Against |
| <b>Ordinary Business</b> |  |          |         |
| 1.                       | Adoption of Financial statements for the year ended 31 <sup>st</sup> March 2025.     |          |         |
| 2.                       | Appointment of Ms. Rashmi Gupta (DIN: 09515362), as a director retiring by rotation. |          |         |
| 3.                       | To declare dividends for F.Y. 2024-25.   |          |         |
| 4.                       | Appointment of the statutory auditors of the company:                                |          |         |
| <b>Special Business</b>  |  |          |         |
| 5.                       | To adopt new set of Memorandum of Association as per Companies Act, 2013 .           |          |         |
| 6.                       | Amendment in object clause of the Memorandum of Association of the company:          |          |         |

Affix Revenue Stamp

Signed this \_\_\_\_\_ day \_\_\_\_\_ 2025

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Note:**

- 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.
- A proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members up to 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 member holding more than 10 percent of the Share capital of the company carrying voting right may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.

Attach map

