

Annexure - A
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2020
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

CIN	L29305GJ2013PLC074365
Registration date	05/04/2013
Name of the Company	M.R. Organisation Limited
Category / Sub-Category of the Company	Company limited by shares
Address of the registered office and contact details	B-8, Capital Commercial Centre, Near Patang Hotel, Ashram Road, Ahmedabad – 380 009, Gujarat. (T)079-29098077
Whether listed company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Limited A/802 Samudra Complex, Near Classic Gold Hotel, Girish Cold Drink, Off. C G Road, Ahmedabad : 380009

II. Principal of business activities of the company:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Manufacturing of Compressors	28132	100

III. Particulars of holding, subsidiary and Associate Companies:

Sr. No	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	Applicable Section
1.	M.R. Organisation (U.S.A) LLC, 5 Germano Way Andover, MA 01810	80-0641381	Subsidiary	2(87)
2.	M.R. Organisation Europe BVBA	0664.514.336	Subsidiary	2(87)

(ii) Shareholding of Promoters:

Name of Shareholders	Shareholding as at 01/04/2019			Shareholding as at 31/03/2020			% Change During the Year
	No Of Shares	% Of Total Shares Of the Company	% Of Shares Pledged/ Encumbered to Total Shares	No Of Shares	% Of Total Shares Of the Company	% Of Shares Pledged/ Encumbered to Total Shares	
Mayur Kamdar	1269440	49.13	-	1269440	49.13	-	-
Pranaliben Kamdar	447310	17.31	-	441750	17.09	-	0.22
Harshil Kamdar	408000	15.79	-	408000	15.79	-	-
Bansari Kamdar	408000	15.79	-	408000	15.79	-	-
Rakesh Kamdar	25500	0.99	-	25500	0.99	-	-

(iii) Change in Promoter's Shareholding:

Name of Shareholders	Shareholding as at 01/04/2019		Shareholding as at 31/03/2020	
	No. Of Shares	% of Total Shares of the Company	No. Of Shares	% of Total Shares of the Company
Mayur Kamdar	1269440	49.13	1269440	49.13
Pranaliben Kamdar	447310	17.31	441750	17.09
Harshil Kamdar	408000	15.79	408000	15.79
Bansari Kamdar	408000	15.79	408000	15.79
Rakesh Kamdar	25500	0.99	25500	0.99

(iv) Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):

Name of Shareholders	Shareholding as at 01/04/2019		Shareholding as at 31/03/2020	
	No. Of Shares	% of Total Shares of the Company	No. Of Shares	% of Total Shares of the Company
NIL				

(v) Shareholding of Directors and Key managerial Personnel:

Name of Shareholders	Shareholding as at 01/04/2019		Shareholding as at 31/03/2020	
	No. Of Shares	% of Total Shares of the Company	No. Of Shares	% of Total Shares of the Company
MayurKamdar	1269440	49.13	1269440	49.13
Pranaliben Kamdar	447310	17.31	441750	17.09

V. Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	31,773,796	25,264	-	31,799,060
ii) Interest Due but Not Paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total I + ii = iii	31,773,796	25,264	-	31,799,060
Change in indebtedness during the financial year				
i) Addition	-	1,944	-	1,944
ii) Reduction	(31,823,196)	-	-	(31,821,252)
Net Change	(31,823,196)	1,944	-	(31,821,252)
Indebtedness at the end of the financial year				
i) Principal Amount	(49,400)	27,208	-	-22,192
ii) Interest Due but Not Paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total I + ii = iii	(49,400)	27,208	-	-22,192

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD		Total Amount
		MAYUR KAMDAR	PRANALI KAMDAR	
1	Gross salary	4,626,667	2,858,333	7,485,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,626,667	2,858,333	7,485,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit - others, specify...	-	-	-
5	Others, please specify			
	Total (A)	4,626,667	2,858,333	7,485,000
	Ceiling as per the Act			

B. Remuneration to other directors

SN.	Particulars of Remuneration	Total Amount			
			TEJAS SHAH	PRIYANK SHAH	
1	Independent Directors		50,000	50,000	100,000
	Fee for attending board committee meetings		-	-	-
	Commission		-	-	-
	Others, please specify		-	-	-
	Total (1)		-	-	-
2	Other Non-Executive Directors	RASESH SHAH	-	-	-
	Remuneration (including Fee for attending board committee meetings)	150,000	-	-	150,000
	Commission		-	-	-
	Others, please specify		-	-	-
	Total (2)		-	-	-
	Total (B)=(1+2)				
	Total Managerial Remuneration	150,000	50,000	50,000	250,000
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS	CFO	Total	
1	Gross salary	-	332,535	5,16,449	8,48,984	
				Krina Shah *		121,076
				Priyanka Gupata **		395,373
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-		
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-			
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-			
2	Stock Option	-	-	-		
3	Sweat Equity	-	-	-		
4	Commission	-	-	-		
	- as % of profit	-	-	-		
	others, specify...	-	-	-		
5	Others, please specify	-	-	-		
	Total		332,535	5,16,449	8,48,984	

*Krina Shah resigned on 29th July, 2019.

**Priyanka Gupta appointed on 29th July, 2019.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Your Director was informed that the Company has not complied with Regulation 34 of SEBI (LODR) Regulations, 2015 of filing of Annual Report with National Stock Exchange within specified period. The Stock exchange has imposed a penalty of Rs. 94,400 (including GST) for the same. The Company has submitted clarification in reply to the Stock exchange stating the amendment to the LODR having been made last year on 9th May, 2018 and made effective from 1st April, 2019, the compliance escaped the attention which was purely un-intentional. Hitherto, the Regulation providing Annual Report within 21 days of the date of AGM and the Company was complying accordingly the said Regulation. The Company has complied with the Regulation as soon as it was informed on 10th October, 2019. The Company was otherwise compliant and this was the first instance of non-compliance. It was also informed that the Company has paid the aforesaid penalty to stock exchange and requested to consider the matter leniently and to waive-off or reduced the amount of penalty imposed. The Company has assured to be more careful in future. Later on, SEBI has withdrawn the penalty on 1st January, 2020 and waive-off the penalty advising to be utmost careful with listing obligations and amendments thereof.

