Notice is hereby given that 11th Annual General Meeting of the members of **M.R. Organisation Limited** will be held on **Tuesday the 18th Day of June, 2024 at12:00 P.M.** at the Corporate office of the company situated at Sumel –11, 401, 4th Floor, Block – D, Nr. Reliance Market, Namaste Circle, Shahibaug, Ahmedabad – 380004 to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow for the period 1st April, 2023 to 31st March, 2024 and the report of the Boards 'and Auditors thereon.**

   "Resolved that the Standalone and Consolidated audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a director in place of Ms. Rashmi Gupta (DIN: 09515362), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.**

   Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Rashmi Gupta (DIN: 09515362), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To declare a final dividend of ₹24/- per equity share of Rs. 10/- each for the financial year ended March 31, 2024**

   "Resolved that dividend at the rate of Rs. 24/- (Rupees Twenty four 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, 2024."

II. SPECIAL BUSINESSES:

4. **To Revise Remunertion Of Mr. Mayur Kamdar (DIN:00369341), Chairman &Managing Director of the Company:**

   "RESOLVED THAT pursuant to the provisions of section 196, 197, 203, & 200 read with the Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and in accordance with the approval of

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ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow for the period 1st April, 2023 to 31st March, 2024 and the report of the Boards 'and Auditors thereon.**

   "Resolved that the Standalone and Consolidated audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a director in place of Ms. Rashmi Gupta (DIN: 09515362), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.**

   Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Rashmi Gupta (DIN: 09515362), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To declare a final dividend of ₹24/- per equity share of Rs. 10/- each for the financial year ended March 31, 2024**

   "Resolved that dividend at the rate of Rs. 24/- (Rupees Twenty four 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, 2024."

II. SPECIAL BUSINESSES:

4. **To Revise Remunertion Of Mr. Mayur Kamdar (DIN:00369341), Chairman &Managing Director of the Company:**

   "RESOLVED THAT pursuant to the provisions of section 196, 197, 203, & 200 read with the Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and in accordance with the approval of

Board of directors, the consent of the members of the Company be and is hereby granted for revision in the remuneration of Shri Mayur Indukumar Kamdar., (DIN 00369341) Managing Director of the Company, for the financial year 2024-25 from Rs. 5,37,500/- (Five lakhs thirty-seven thousand five hundred only) per month to Rs. 5,82,300/- (Five lakhs Eighty-two thousand three hundred only) w.e.f. 01st April, 2024

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated where in any financial year, during the currency of the term of Mr. Mayur Kamdar (DIN: 00369341) as a Managing 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 for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper, desirable or expedient."

5. To Revise Remunertion Of Mrs. Pranali Kamdar (Din:00971115), Whole-Time Director Of The Company:

It is proposed to revise the remuneration of Mrs. Pranali Kamdar (DIN: 00971115), Whole-time Director from Rs. 3,27,500/- (Three lakhs twenty-seven thousand five hundred only) per month to Rs. 3,45,000/- (Three lakhs Forty-five thousand only) per month w.e.f. 01/04/2024. The Board discussed in detail and approved the revision of remuneration by passing the following resolution unanimously:

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification and re-enactment, thereof), the consent of the Board be and is hereby given to the revision of the remuneration of Mrs. Pranali Kamdar (DIN: 00971115), Whole-time Director from Rs. 3,27,500/- (Three lakhs twenty-seven thousand five hundred only) per month to Rs. 3,45,000/- (Three lakhs Forty-five thousand only) per month w.e.f. 01/04/2024 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 Mrs. Pranali Kamdar (DIN: 00971115) as a Whole-time Director as a Whole-time 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 any one 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."

6. **To Revise Remunertion Of Ms. Rashmi Gupta (Din:09515362), Whole-Time Director Of The Company.**

It is proposed to revise the remuneration of Ms. Rashmi Gupta (DIN: 09515362), Whole-time Director from Rs. 2,46,675/- (Rs. Two Lacs forty-six thousand six hundred seventy-five) per month to Rs. 2,84,000/- per month (Rs. Two lacs Eighty-Four thousand only) w.e.f. 01/04/2024. The Board discussed in detail and approved the revision of remuneration by passing the following resolution unanimously:

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification and re-enactment, thereof), the consent of the Board be and is hereby given to the revision of the remuneration of Ms. Rashmi Gupta (DIN: 09515362), Whole-time Director from Rs. 2,46,675/- (Rs. Two Lacs forty-six thousand six hundred seventy-five) per month to Rs. 2,84,000/- per month (Rs. Two lacs Eighty-Four thousand only) w.e.f. 01/04/2024.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. Rashmi Gupta (DIN: 09515362) as a Whole-time 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 any one 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."

7. **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 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. 2023-24 of a value of Rs. 29,28,21,988 and to enter into "Blanket Agreement" for Financial Year 2024-25 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
M.R. Organisation Limited

Date: 10th June, 2024
Place: Ahmedabad
M.R.ORGANISATION LIMITED
CIN: L29305GJ2013PLC074365
Regd. Office: B-8, Capital Commercial Centre, Near Patang Hotel, Ashram Road, Ahmedabad,-380009

Mayur Kamdar
Managing Director
DIN: 00369341

NOTES:

1. All documents referred to in the accompanying notice are open for inspection at the Registered office of the company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020 followed by Circular No. 2/2021 dated 13th January, 2021, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022, ***the voting at the AGM will done by Show of Hands through video conferencing and if poll is demanded by a member then necessary procedure as required under the Act will be followed.***
5. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 Circular No. 2/2021 dated 13th January, 2021 and MCA Circular No. 2/2022 dated 5th May, 2022.
6. Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 but shall not be entitled to appoint Proxy.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting on Zoom for which the userid and password will be provided separately to the members attending the meeting at their registered email id.
8. The Register of Directors and Key Managerial Personnel and their shareholding, The Registers of Contracts or Arrangements in which the Directors are interested maintained under the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. As the AGM is being held through VC, the route maps is not annexed to this Notice.

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

Item No.4:

Revision of remuneration of Mr. Mayur Kamdar (DIN: 00369341), Managing Director the Company.

The Board of Directors at its meeting held on 24/04/2024, subject to the approval of members has revised remuneration of Mr. Mayur Kamdar (DIN: 00369341), Managing Director of the Company to Rs. 5,82,300/- (Five lakhs Eighty-two thousand three hundred only) w.e.f. 01st April, 2024 per month as per the provisions of Section 197, 198 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof)

Further, considering the remarkable performance exhibited by Mr. Mayur Kamdar in challenging market environment, expansion of business etc.and subject to the approval of members the Board of Directors at its meeting held on 24/04/2024 has revised the remuneration of Mr. Mayur Kamdar (DIN: 00369341), Managing Director of the Company to Rs. Rs. 5,82,300/- (Five lakhs Eighty-two thousand three hundred only) per month w.e.f. 01st April, 2024as per Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof).

Item No. 5

Revision of remuneration of Mrs. Pranali Kamdar (DIN: 00971115). Whole-time Director of the Company.

The Board of Directors at its meeting held on 24/04/2024, subject to the approval of members has revised remuneration of Mrs. Pranali Kamdar (DIN: 00971115), Whole-time Director of the Company to Rs. 3,45,000/- (Three lakhs Forty-five thousand only) per month w.e.f. 01/04/2024 as per the provisions of Section 197, 198 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof)

Further, considering the remarkable performance exhibited by Mrs. Pranali Kamdar in challenging market environment, expansion of business etc., and subject to the approval of members the Board of Directors at its meeting held on 24/04/2024 has revised the remuneration of Mrs. Pranali Kamdar (DIN:00971115), Whole-time Director of the Company to Rs. 3,45,000/- (Three lakhs Forty-five thousand only) per month w.e.f. 01/04/2024 as per the provisions of Section 197, 198 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof).

Item No. 6
To Revise Remunertion Of Ms. Rashmi Gupta (Din:09515362), Whole-Time Director Of The Company.

The Board of Directors at its meeting held on 24/04/2024, subject to the approval of members has revised remuneration of Ms. Rashmi Gupta (Din:09515362), Whole-time Director of the Company Rs. 2,84,000/- per month (Rs. Two lacs Eighty-Four thousand only) w.e.f. 01/04/2024 as per the provisions of Section 197, 198 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof)

Further, considering the remarkable performance exhibited by Ms. Rashmi Gupta in challenging market environment, expansion of business etc., and subject to the approval of members the Board of Directors at its meeting held on 24/04/2024 has revised the remuneration of Ms. Rashmi Gupta (Din:09515362), Whole-time Director of the Company to Rs. 2,84,000/- per month (Rs. Two lacs Eighty-Four thousand only) w.e.f. 01/04/2024 as per the provisions of Section 197, 198 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof).

Item No.7
Approval of transactions with Related Parties:

During the Financial year 2023-24, the total amount of Rs. 29,28,21,988 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 related party transactions as mentioned in the below table for Financial Year 2024 which also requires approval of shareholders of the Company.

Blanket Agreement – Proposed transaction for F.Y. 2024-25:

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	10,00,00,000

		BVBA	
		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.

By order of the Board
M.R. Organisation Limited

Date: 10th June, 2024
Place: Ahmedabad
M.R.ORGANISATION LIMITED
CIN: L29305GJ2013PLC074365

Mayur Kamdar
Managing Director
DIN: 00369341

Regd. Office: B-8, Capital Commercial Centre, Near Patang Hotel, Ashram Road, Ahmedabad,-380009.