

**MRO-TEK REALTY LIMITED**  
(FORMERLY KNOWN AS MRO-TEK LIMITED)

**Registered & Corporate Office:**

No.6, New BEL Road, Chikkamaranahalli, Bangalore - 560 054, Karnataka  
Ph : +91 80 42499000 SERVICE/SUPPORT : 9845035626  
Email : info@mro-tek.com CIN No. L28112KA1984PLC005873 www.mro-tek.com

**MROTEK**<sup>®</sup>  
Integrating Next Generation Networks

MRO: FS: 19-20:283  
31<sup>st</sup> August, 2019

The Manager,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra – Kurla Complex  
Bandra (E)  
Mumbai – 400 051

Fax No. 022-2659 8237/38

The Manager,  
Listing Department  
BSE Limited  
PJ Towers, Dalal Street, Fort  
Mumbai – 400 001

Fax No. 022- 2272 3121

Dear Sirs,

**SUB: Copy of Postal Ballot Notice along with ballot Paper.**

This is with reference to caption subject; Please find enclosed the Copy of Postal Ballot Notice along with Ballot Paper for seeking shareholders consent in relation to the matters as set out in the notice dated 9th August, 2019 i.e., Change in Name of the Company, Alteration of The Memorandum of Association and the Articles of Associations of the Company.

Kindly take the above on record and treat this as compliance with the SEBI (LODR) Regulations, 2015.

Kindly acknowledge.

Thanking you,  
Yours faithfully,  
for MRO-TEK Realty Limited

  
Barun Pandey  
Company Secretary and Compliance Officer

<b>Scrip Code:</b>	
<b>NSE</b>	<b>: MRO-TEK</b>
<b>BSE</b>	<b>: 532376</b>
<b>Demat ISIN</b>	<b>: INE398B01018</b>



## MRO-TEK REALTY LIMITED

CIN: L28112KA1984PLC005873

Registered Office: No. 6, New BEL Road, Chikkamaranahalli, Bangalore-560 054, Karnataka

Telephone: 080-42499000, Email Id: cs@mro-tek.com, Website: www.mro-tek.com

### **POSTAL BALLOT NOTICE**

#### **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To

The Members

MRO-TEK Realty Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Postal Ballot Rules") (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of MRO-TEK Realty Limited ("the Company"), to consider and if thought fit, pass, the resolutions noted herein below by way of Postal Ballot.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

#### **SPECIAL BUSINESS:**

##### **1. CHANGE IN THE NAME OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 and applicable listing regulations of SEBI and subject to the approval of members and in terms of the approval received from the Ministry of Corporate Affairs, name of the Company be changed from "MRO-TEK Realty Limited" to "MRO-TEK Limited"

**RESOLVED FURTHER THAT** name of the Company in the Memorandum of Association be substituted with the following:

'1. The name of the Company is **MRO-TEK LIMITED**.'

##### **2. ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 and applicable Listing Regulations of the Securities Exchange Board of India (SEBI) and in terms of the approval to be received from the Registrar of Companies/ the Ministry of Corporate Affairs, name of the Company be changed from "**MRO-TEK Realty Limited**" to "**MRO-TEK Limited**" under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** the Name Clause being Clause 1<sup>st</sup> in the Memorandum of Association be altered accordingly and substituted with the following Clause:

1. The name of the Company is '**MRO-TEK LIMITED**'.

**RESOLVED FURTHER THAT** '**MRO-TEK Realty Limited**' wherever it appears in the Memorandum of Association of the Company be substituted by the new name '**MRO-TEK Limited**'.

**RESOLVED FURTHER THAT** any one of the Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby individually/severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to the above said Resolution".

3. **ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the shareholders be and is hereby accorded to change the name of the Company from **“MRO-TEK Realty Limited”** to **“MRO-TEK Limited”**, wherever it appears in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby individually/severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to the above said Resolution”.

**By Order of the Board of Directors  
For MRO-TEK Realty Limited**

**Aniruddha Bhanuprasad Mehta  
Chairman and Managing Director  
DIN: 00720504**

**Place: Bangalore**

**Date: 09.08.2019**

## Notes:

1. A copy of this Notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (“Postal Ballot Rules”), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure – A (“the Explanatory Statement”).
3. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on **23-08-2019**.
4. The Board of Directors of the Company (“the Board”) appointed Mr. Vijayakrishna KT, Practising Company Secretary as the ‘Scrutinizer’ for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner (“the Scrutinizer”). The Scrutinizer’s address is # 496/4, II Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080.
5. The Shareholders are requested to carefully read the instructions printed at the end of the Notice and either:  
(a) return the form duly completed in the attached self-addressed pre-paid postage envelope (“the Envelope”);  
or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer on or before **30-09-2019**.
6. The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in the following newspapers:
  - (i) at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and
  - (ii) at least one English newspaper in English language having a wide circulation in that district.
7. The Shareholders are requested to exercise their voting rights by either using the attached Postal Ballot form (no other form or photocopy of the Postal Ballot form is permitted) or through e-Voting.
8. Only a Shareholder who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the ‘Register of Members’ or in the records of the depository, as applicable, as on 23-08-2019 and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
9. The Scrutinizer will submit his report to Chairman and Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of Postal Ballot forms received but not later than 48 hours from the last date of receipt of all Postal Ballot forms.  
  
The results of voting by Postal Ballot will be announced at 4.00 PM. IST on **2<sup>nd</sup> October, 2019** at the Registered Office of the Company. Additionally, the result will be posted on Company’s website: [www.mro-tek.com](http://www.mro-tek.com), and will be communicated to the BSE and the NSE. The date of declaration of the results of the Postal Ballot voting process will be taken to be the date of passing of the Ordinary Resolution.  
  
Shareholders who wish to seek a duplicate ballot form may approach Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad – 500 032, fill in the details or can send mail to [einward.ris@karvy.com](mailto:einward.ris@karvy.com) and send the same to the Scrutinizer.
10. Please note that any Postal Ballot form(s) received after the last date (i.e., 30-09-2019) will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.

If you have any queries, please refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the ‘downloads’ section of <https://evoting.karvy.com> .

**ANNEXURE – A**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 1, 2 & 3:**

As the Shareholders are aware, your Company's major business is related to manufacturing of Networking products and equipment over the past 3 and half decades. The Company proposes to take the same business to the next level. Further, your Company is also exploring some new business opportunities related to the manufacturing and servicing of new networking products and services, where your Company got a major breakthroughs during the year. Hence, the existing name of the Company which is "MRO-TEK Realty Limited" does not augur well and your Directors do not find the same suitable for the business verticals and accordingly has proposed the change of name of the Company to "MRO-TEK Limited".

Your approval is therefore has been sought to enable the carrying on of the existing business activities, as required under the Companies Act, 2013, ('the Act') and consequently, it is proposed to alter the name of the Company to denote the existing business activities i.e., deletion of word "Realty" from the existing name of the Memorandum of Association and Articles of Association of the Company as exhibited in the said Resolutions. The Board has proposed to alter the Name of the Company from "MRO-TEK REALTY LIMITED" to "MRO-TEK LIMITED".

The Board has received the approval of new name "MRO-TEK LIMITED" from the Ministry of Corporate Affairs on 19<sup>th</sup> August, 2019.

The Directors are of the strong belief that the above proposals are in the best interest of the Company and of the Shareholders.

The Board of Directors recommends the passing of the Special Resolutions contained in Item no. 1, 2 and Item No. 3 of the accompanying Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, is concerned or interested in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**By Order of the Board of Directors  
Aniruddha Bhanuprasad Mehta**

**Chairman and Managing Directors  
DIN: 00720504**

**Place: Bangalore**

**Date: 09.08.2019**

Enclosed:

1. Postal Ballot Form
2. Self-addressed and prepaid postage envelope



## MRO-TEK REALTY LIMITED

CIN: L28112KA1984PLC005873

Registered Office: No. 6, New BEL Road, Chikkamaranahalli, Bangalore, Karnataka-560 054

Telephone: 080-42499000, email id: cs@mro-tek.com, website: www.mro-tek.com

### POSTAL BALLOT FORM

Serial No.:

1. Name and Registered address of the :  
Sole/First Joint Shareholder

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No./DP ID No./ :  
Client ID No.\* (\*Applicable to investors  
holding shares in dematerialised form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for Resolutions stated in the Postal Ballot Notice of the Company dated 9<sup>th</sup> August, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Description	Nature of Resolution	No of shares held	I/We assent to the Resolution	I/We dissent to the Resolution (Vote against)
1	CHANGE IN THE NAME OF THE COMPANY TO MRO-TEK LIMITED	SPECIAL			
2	ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	SPECIAL			
3	ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:	SPECIAL			

Place:

Date:

Signature of the Sole/First Joint Holder

### ELECTRONIC VOTING PARTICULARS

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

**Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.**

### **IMPORTANT INSTRUCTIONS:**

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
  2. Voting by Postal Ballot, in the physical form or e-Voting can be exercised only by the Shareholder or his/her duly constituted attorney or in case of Bodies Corporate the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
  3. Voting period commences on Sunday, 1<sup>st</sup> September, 2019, at 9.00 AM (start date) and ends on Monday, 30<sup>th</sup> September, 2019 at 5:00 PM (end date).
  4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at No.-6, New BEL Road, Chikkamaranahalli, Bangalore-560 054, India, on 2<sup>nd</sup> October, 2019 at 4.00 PM.
  5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
  6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at above.
- Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: Company Secretary & Compliance Officer, - No. 6, New BEL Road, Chikkamaranahalli, Bangalore- 560054 (Karnataka). Phone: 080-42499000, email: [cs@mro-tek.com](mailto:cs@mro-tek.com)

### **INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:**

- a) A Shareholder desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- b) The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- c) **The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository.** In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- d) Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 PM** on 30<sup>th</sup> September, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- e) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- f) Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- g) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- h) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website ([www.mro-tek.com](http://www.mro-tek.com)) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
- i) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (P) in both the columns will render the Form invalid.
- j) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE:**

The instructions for Members for e-Voting are as under:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- a. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Even followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons

- b. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- c. Members can cast their vote online from 1<sup>st</sup> September, 2019 at 9.00 AM to 30<sup>th</sup> September, 2019 at 5.00 PM.
- d. After entering these details appropriately, click on "LOGIN".
- e. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on first login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (i) You need to login again with the new credentials
  - (ii) Select "EVENT" i.e MRO-TEK Realty Limited
  - (iii) Now you are ready for e-Voting as Cast Vote page opens
  - (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. (v) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- f. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN'. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in) with a copy marked To [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution/Authority letter etc. should be in the naming format "Corporate Name - Event Number". In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of [www.evoting@karvy.com](http://www.evoting@karvy.com) or contact Karvy at the following Telephone No: 040 67162222.
- g. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any Company, then your existing login id and password are to be used. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).