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MGMT. SYS.  
RvA C 071  
DUTCH ACCREDITATION  
COUNCIL RvA



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MGMT. SYS.  
RvA C 375  
DUTCH ACCREDITATION  
COUNCIL RvA

**MROTEK**<sup>®</sup>  
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## CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Karvy Computershare Private Limited (Karvy), from 20<sup>th</sup> September, 2015 at 9.00 a.m. to 22<sup>nd</sup> September, 2015 at 5.00 p.m. and poll taken at the 31<sup>st</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015 and the report of the Scrutinizer dated 25<sup>th</sup> September, 2015, it is hereby declared that the following resolutions have been passed as per the Companies Act, 2013 with requisite majority:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2015 and the Statement of Profit and Loss for the year ended that date, along with the Boards' Report and Auditor's Report thereon:

“RESOLVED THAT the Financial Statements including the Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss for the year ended as on that date together with Independent Auditors Reports thereon, and the Report of the Board of Directors be and are hereby received, considered and adopted.”

2. To appoint Mr. S Narayanan, Chairman and Managing Director, who retires by rotation and being eligible, offers himself for reappointment:

“RESOLVED THAT Mr. S Narayanan, Chairman and Managing Director be and is hereby appointed as Director of the Company, who retires by rotation and being eligible, offers herself for reappointment.”

3. To appoint Mr. H. Nandi, Managing Director, who retires by rotation and being eligible, offers himself for reappointment:

“RESOLVED THAT Mr. H. Nandi, Managing Director be and is hereby appointed as Director of the Company, who retires by rotation and being eligible, offers herself for reappointment.”

### MRO-TEK LIMITED

Registered & Corporate Office  
Bellary Road, Hebbal,  
Bangalore - 560 024. INDIA  
Ph : 91 80 23332951 Fax : 91 80 23333415  
Email : info@mro-tek.com

CIN No. L28112KA1984PLC005873  
Delhi Office :  
210, Gadore House, 51-52, Nehru Place,  
New Delhi - 110019  
Ph : 011 2642 4849, 2644 9164 / 65  
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Mumbai Office :  
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#### 4. To appoint Statutory Auditors of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs Singhvi, Dev & Unni, Chartered Accountants, having ICAI Firm Registration No. 003867S who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s financial years 2015-16 to 2017-18 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

#### SPECIAL BUSINESS:

#### 5. To appoint Mrs. Sunanda Nag as Director of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Section 160 of the Companies Act, 2013, Mrs. Sunanda Nag (DIN: 07099764), who was appointed as Additional Director of the Company by the Board of Directors as per Section 161 of the Companies Act, 2013 and who holds the office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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**6. To appoint Mr. N. K Rajasekharan as Independent Director of the Company:**

To consider and to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. N. K Rajasekharan (holding DIN 00076441), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 27<sup>th</sup> January, 2020.”

**7. To appoint Mrs. Sunanda Nag as Independent Director of the Company:**

To consider and to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Sunanda Nag (DIN: 07099764), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 27<sup>th</sup> January, 2020.”

**Bangalore.  
25.09.2015**

**S Narayanan  
Chairman**

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