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MROTEK®

Integrating Next Generation Networks

MRO:FS:15-16:325
9th February 2016.

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,
Bombay Stock Exchange Limited,
PJ Towers, Dalal Street, Fort,
Mumbai – 400 001.

Fax No. 022- 2272 3121.

Dear Sirs,

Sub :- Postal Ballot Notice-regarding

This is to inform you that pursuant to Section 110 of the Companies Act 2013 read along with Companies (Management and Administration) Rules, we will be conducting Postal Ballot for obtaining necessary approval of shareholders for change of Name Clause, Amendments to Object clause and the Liability clause of Memorandum and adoption of new set of articles in exclusion of existing articles of Association of the Company.

Mr. Vijayakrishana K T, Practising Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot process.


In this connection, we attach herewith the following:-

1. Consent letter of Scrutinizer
2. Calendar of Events for the postal ballot process and
3. Blank Postal Ballot Form.

The Company has taken steps to place postal ballot notice in its website.

Kindly acknowledge.

Thanking you,
Yours faithfully,
for MRO-TEK Limited


Shivatsa
Chief Financial Officer
Encl : As Above.

Scrip Code:	
NSE	: MRO-TEK
BSE	: 532376
Demat ISIN	: INE398B01018

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
Fax : 011 46563910

Mumbai Office :
Flat No.2313, Bldg. No.48,
Gandhi Nagar, Bandra (East),
Mumbai – 400051
Ph : 022 26407311

VIJAYAKRISHNA K T

BBM, LLB, FCS, AICWA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

13th January, 2016

To

MRO-Tek Limited
Bellary Road, Hebbal
Bangalore – 560 024

Dear Sirs,

Sub: Consent to act as Scrutinizer for the Postal Ballot

This is to recall your kind attention to the discussions which I had with you on the proposal to act as Scrutinizer for the Postal Ballot proposed by your esteemed Company.

I would request you to note the following:

1. I have been a Practising Company Secretary from 1986 onwards rendering professional services in the fields of Corporate Affairs, Company Law and Company Secretarial matters to various Private Limited, Closely held Public Limited, Listed, Karnataka Government and Foreign companies.
2. I am not related to any Director of, or any Key Managerial Person in, the Company.
3. I have not been disqualified by any Act or statute, to act as Scrutinizer for Postal Ballot under Section 110 of the Companies Act, 2013. Further, there is no litigation or proceeding including threatened proceeding against me for any breach or violation which would prevent me from acting as Scrutinizer as above.
4. I have acted as Scrutinizer for many Listed Companies including your esteemed company.


I am willing to act as the Scrutinizer for your proposed Postal Ballot. The professional fees and the incidental expenditures for this assignment will be discussed with you.



I will be quite pleased to address any of your queries on the aforementioned matter.

Thanking you

Yours truly



Vijayakrishna K T
Company Secretary
FCS 1788 & CP 980

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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

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CALENDAR OF EVENTS

NO.	EVENTS	DATE
1.	Date of Board resolution authorizing Mr. V Srivatsa to be responsible for the entire Postal Ballot process.	9 th February, 2016
2.	Date on which consent is given by the 'Scrutinizer'	14 th January 2016
3.	Date of appointment of Mr. Vijayakrishna KT as the 'Scrutinizer'	14 th January 2016
4.	Postal Ballot Notice	Tuesday 9 th February 2016
5.	Cut-off date for finalizing the list of members	Friday 12 th February 2016
6.	Getting of Permission from Post Office for Printing Business Reply Envelope (BRE) by KARVY	Permission Available.
7.	Completion of printing of Postal Ballot Notice and Postal Ballot Forms with BRE Envelope and creation of e-voting platform by KARVY	Wednesday, 17 th February, 2016
8.	Date of dispatch of Postal Ballot Notice and Postal Ballot Forms by KARVY by Couriers and e-mail	Saturday 20 th February 2016
9.	Date of completion of dispatch of Postal Ballot Notice and Postal Ballot Forms by KARVY by couriers and e-mail	Saturday 20 th February 2016
10.	Date of release of advertisement in newspapers and in the website regarding the completion of Postal Ballot process and information relating to e-voting	Saturday, 20 th February 2016
11.	Sending three copies of the postal ballot notice to the Stock Exchanges	Saturday, 20 th February 2016
12.	Voting Start date	Monday 22 nd February 2016

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	Voting end date	Tuesday 22 nd March 2016
14.	Date of declaration of the results of the Postal Ballot Process	Thursday 24 th March 2016
15.		
16.	Date of signing of minutes of the meeting	Thursday 24 th March 2016
17.	Date of handing over the Postal Ballot forms to the Managing Director, for safekeeping on behalf of the Company	After signing of the minutes by the Chairman
18.	Declare the results of postal ballot by placing it along with the scrutiniser's report on the website of company/press/stock exchanges and Karvy	Thursday 24 th March 2016
19.	Publication of postal ballot Results in New Paper	Thursday 24 th March 2016
20.	Scrutinizer's report to be sent to Stock exchange along with voting results as required under clause 35A of Listing Agreement.	Thursday 24 th March 2016
21.	Last date for filing of certified copies of resolutions along with Postal Ballot Notice and Explanatory Statement with the RoC	Saturday 23 rd April 2016

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MRO-TEK LIMITED

CIN: L28112KA1984PLC005873

Registered Office: Bellary Road, Hebbal, Bangalore – 560 024

Telephone: 080-23332951 Email: grd@mro-tek.com Web: 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 9th February, 2016, 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 (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Change of Name from MRO TEK Limited to MRO TEK Realty Limited	Special			
2.	Amendments to Object Clause and Liability Clause	Special			
3.	Adoption of New Set of Articles	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 authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on Monday 22nd February, 2016 at 9.00 AM (start date) and ends on 22nd March 2016 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 Hebbal, Bangalore – 560024, India, on **24th March, 2016** at 4 PM onwards.
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 Computershare Pvt. 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, - Hebbal, Bangalore – 560024, Phone: 080-23332951 email: grd@mro-tek.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- a) A Shareholder desirous of exercising vote by physical 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 pm on **22nd March, 2016**. 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) 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.

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 **22nd February 2016 @ 9.00 AM to 22nd March 2016 @ 5.00 P.M.**

- 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 Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st log in. 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 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'.

- g) 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 vjaykt@vikt.in with a copy marked To 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 or contact Karvy at the following Telephone No: 04067162222.

- h) 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).