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INDIAN REGISTER OF  
SHIPPING



MGMT. SYS.  
RvA C 071  
DUTCH ACCREDITATION  
COUNCIL RvA

ISO 14001 : 2004  
APPROVED BY IRQS



IRQS  
A DEPARTMENT OF  
INDIAN REGISTER OF  
SHIPPING



MGMT. SYS.  
RvA C 375  
DUTCH ACCREDITATION  
COUNCIL RvA

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

MRO: FS: 16-17:228  
23<sup>rd</sup> September, 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  
BSE Limited  
PJ Towers, Dalal Street, Fort  
Mumbai – 400 001

Fax No. 022- 2272 3121

Dear Sirs,

Sub: Voting Results, Scrutinizer's Report and Chairman's Report.

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at 32<sup>nd</sup> Annual General Meeting ('AGM') held on September 21, 2016 at Bhartiya Vidya Bhavan, # 43, Race Course Road, Bangalore - 560 001. . All the Resolutions were passed by with requisite majority

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL/NSDL/Karvy the voting results of the 32<sup>nd</sup> Annual General Meeting.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you  
Yours faithfully

For MRO-TEK Realty Limited  
(Formerly Known as MRO-TEK Limited)

Barun Pandey  
Company Secretary and Compliance Officer  
(Encl.: as above)



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

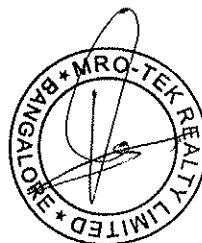
**MRO - TEK REALTY LIMITED**  
(FORMERLY KNOWN AS MRO-TEK LIMITED)

Registered & Corporate Office  
#6, New BEL Road  
Chikkamaranahalli  
Bangalore - 560 054  
Ph : +91 80 42499000  
Email : info@mro-tek.com  
CIN No. L28112KA1984PLC005873

[www.mro-tek.com](http://www.mro-tek.com)

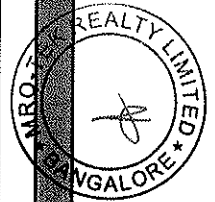
**NAME: MRO -TEK REALTY LIMITED**  
**CIN: L28112KA1984PLC005873**

Sl. No.	DESCRIPTION					
A	Date of AGM		September 21, 2016			
B	Book Closure Date		September 14, 2016 to September 21, 2016 ( Both Days Inclusive )			
C	Total Number of Shareholders on Record Date		13902			
D	No of Shareholders present in the Meeting either in person or through proxy		90			
	Shareholders	Present in person	Present through proxy	Total	Shares	% to Capital
	Promoter and Promoter Group (3)	3	0	3	7706862	41.24713
	Public	83	4	87	3366321	18.01655
	Total	86	4	90	11073183	59.26368
E	No. of Shareholders attended the Meeting through Video conferencing / No video conferencing facility was made available.					



Date of the AGM/EGM	MRO-TEK REALTY LIMITED
Total number of shareholders on record date	21-09-2016
No. of shareholders present in the meeting either in person or through proxy:	13902
Promoters and Promoter Group:	3
Public:	87
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	ORDINARY - Adoption of Financial Statements for the year ended March 31, 2016.									
Category	Yes	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?											
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	7706862	7706862	100.0000	7706862	0	100.0000	0.0000			
	Total		7706862	100	7706862	0	100	0			
Public- Institutions	E-Voting Poll Postal Ballot (if applicable)	3500	0	0.0000	0	0	0.0000	0.0000			
	Total		0	0	0	0	0.0000	0.0000			
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	10974240	1896949	17.2855	543150	1353799	28.6328	71.3671			
	Total		1938514	17.6642	5855	1932659	0.3020	99.6979			
	Total		3835463	34.9497	549005	3286458	14.3139	85.6861			
	Total	18684602	11542325	61.7745	8255867	3286458	71.5769	28.4731			



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Messrs K. S. Aiyar and Co., as Statutory Auditors of the Company in the casual vacancy created by the resignation of earlier Statutory Auditors									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		7706862	100	7706862	0	100	0		
Public- Institutions	E-Voting	3500	0	0.0000	00	0	0.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		0	0	0	0	0	0		
Public- Non Institutions	E-Voting	10974240	1896949	17.2855	543150	1353799	28.6328	71.3671		
	Poll		1938514	17.6642	5855	1932659	0.3020	99.6979		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		3835463	34.9497	549005	3286458	14.3139	85.6861		
	Total	18684602	11542325	61.7745	8258867	3286458	71.5269	28.4731		

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Aniruddha Bhanuprasad Mehta as the Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									



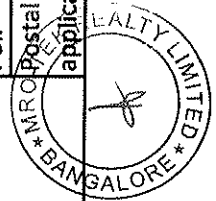
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>7706862</b>	<b>7706862</b>	<b>100</b>	<b>7706862</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	3500	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10974240	1896949	17.2855	541951	1354998	28.5696	71.4303
	Poll		1938514	17.6642	5643	1932871	0.2910	99.7089
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>3835463</b>	<b>349497</b>	<b>547594</b>	<b>3287869</b>	<b>14.2771</b>	<b>85.7229</b>
<b>Total</b>		<b>18684602</b>	<b>11542325</b>	<b>61.7745</b>	<b>8354456</b>	<b>3287869</b>	<b>71.5147</b>	<b>28.4853</b>

Resolution No. 4

Resolution required: (Ordinary/ Special) ORDINARY - Appointment of Mr. Aniruddha Bhanuprasad Mehta as the Chairman and Managing Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000



	Total	7706862	100	7706862	0	100	0
E-Voting	3500	0	0.0000	00	0	0.0000	0.0000
Poll		0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Public- Institutions</b>		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		0	0	0	0	0	0
E-Voting	10974240	1896949	17.2855	541951	1354998	28.5696	71.4303
Poll		1938312	17.6624	5443	1932869	0.2808	99.7191
Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		3835261	34.9479	547394	3287867	14.2727	85.7273
<b>Total</b>	18684602	11542123	61.7734	8254256	3287867	71.5142	28.4858

Resolution No.	5						
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mrs. Gauri Aniruddha Mehta as the Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
E-Voting		0	0.0000	00	0	0.0000	0.0000
Poll		0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		7706862	100	7706862	0	100	0
<b>Public- Institutions</b>	10974240	1896949	17.2855	541951	1354998	28.5696	71.4303
E-Voting		1938514	17.6642	5643	1932871	0.2910	99.7089
Poll		0	0.0000	0	0	0.0000	0.0000
Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		0	0	0	0	0	0

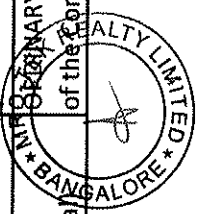




Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
Total		3835463	34.9497	547594	3287869	14.2771	85.7229
Total		18684602	61.7745	8254556	3287869	71.5147	28.4853

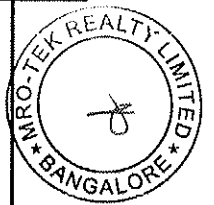
Resolution No.	6	ORDINARY - Appointment of Mr. S Radhakrishnan Seetharaman as the Director of the_x00D_ Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
Total			7706862	100	7706862	0	100	0
Public- Institutions	E-Voting	3500	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
Total			0	0	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10974240	1896949	17.2855	543150	1353799	28.6328	71.3671
	Poll		1938514	17.6642	5843	1932671	0.3014	99.6985
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total			3835463	34.9497	548993	3286470	14.3136	85.6864
Total		18684602	11542325	61.7745	8255855	3286470	71.5268	28.4732

Resolution No.	7	ORDINARY - Appointment of Mr. S Radhakrishnan Seetharaman as an Independent Director_x00D_ of the Company.						
Resolution required: (Ordinary/ Special)								



Whether promoter/ promoter group are interested in the agenda/resolution?	Yes												
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100					
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000					
	Poll		0	0.0000	00	0	0.0000	0.0000					
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000					
	Total		7706862	100	7706862	0	100	0					
Public- Institutions	E-Voting	3500	0	0.0000	00	0	0.0000	0.0000					
	Poll		0	0.0000	00	0	0.0000	0.0000					
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000					
	Total		0	0	0	0	0	0					
Public- Non Institutions	E-Voting	10974240	1896949	17.2855	543149	1353800	28.6327	71.3672					
	Poll		1938514	17.6642	5643	1932871	0.2910	99.7089					
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000					
	Total		3835463	34.9497	548792	3286671	14.3084	85.6916					
Total		18684602	11542225	61.7745	8235654	3286671	71.5251	28.4749					

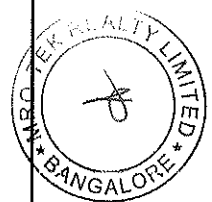
Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sudhir Kumar Hasija as the Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000





Promoter and Promoter Group	Postal Ballot (if applicable)												
	Total	7706862	0	0.0000	00	0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	E-Voting												
	Poll												
	Postal Ballot (if applicable)												
Public- Institutions	Total	0	0	0.0000	00	0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	E-Voting												
	Poll												
	Postal Ballot (if applicable)												
Public- Non Institutions	Total	3835463	0	0.0000	00	0	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	E-Voting	1896949	10974240	17.2855	541951	1354998	28.5696	71.4303					
	Poll	1938514		17.6642	5843	1932671	0.3014	99.6985					
	Postal Ballot (if applicable)												
	Total	577497		34.9497	547794	3287669	14.2873	85.7177					
	Total	11542325	13684602	61.7745	8254656	3287669	71.5164	28.4836					

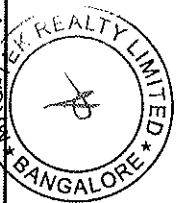
Resolution No.	ORDINARY - Appointment of Mr. Sudhir Kumar Hasija as an Independent Director of the Company												
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sudhir Kumar Hasija as an Independent Director of the Company												
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes												
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100					
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000					
	Poll		0	0.0000	00	0	0.0000	0.0000					
	Postal Ballot (if applicable)												
	Total		7706862	100	7706862	0	100	0					
Promoter and Promoter Group	E-Voting			0.0000	00	0	0.0000	0.0000					
	Poll			0.0000	00	0	0.0000	0.0000					
	Postal Ballot (if applicable)												
	Total			0.0000	00	0	0.0000	0.0000					
Public- Institutions	Total		1896949	17.2855	541950	1354999	28.5695	71.4304					
	E-Voting	10974240	1896949	17.2855	541950	1354999	28.5695	71.4304					



	Poll	1938514	17.6642	5643	1932871	0.2910	99.7089
Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
	Total	3835463	34.9497	547593	3287870	14.2771	85.7229
	Total	11542325	61.7745	8254455	3287870	71.5147	28.4853

Resolution No.	10	ORDINARY - Appointment of Mr. M V Sampath Kumar as the Director of the Company .						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Public- Non Institutions	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00			
	Total		7706862	100	7706862	0	100	0
Promoter and Promoter Group	E-Voting	3500	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00			
	Total		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10974240	1896949	17.2855	543150	1353799	28.6328	71.3671
	Poll		1938414	17.6633	5743	1932671	0.2962	99.7037
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3835363	34.9488	548893	3286470	14.3114	85.6886
	Total	18684602	11542325	61.7740	8255755	3286470	71.5265	28.4735

Resolution No.	11	ORDINARY - Appointment of Mr. M V Sampath Kumar as an Independent Director of the Company						
Public- Non Institutions	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00			
	Total		7706862	100	7706862	0	100	0



Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting							
Promoter and Promoter Group	E-Voting	7706862	7706862	100.0000	7706862	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7706862	100	7706862	0	100	0
Public- Institutions	E-Voting	3500	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10974240	1896949	17.2855	543149	1353800	28.6327	71.3672
	Poll		1938414	17.6633	5643	1932771	0.2911	99.7088
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3835363	34.9488	548792	3286571	14.3087	85.6913
	Total	18684602	11542225	61.7740	8255654	3286571	71.5257	28.4743



Private & Confidential

**MRO-TEK Reality Limited**  
(Formerly known as MRO-TEK Limited)

**Scrutinizer's Report on  
Annual General Meeting**

CIN: L28112KA1984PLC005873

Date of AGM: 21<sup>st</sup> September, 2016

Venue: Bharatiya Vidya Bhavan, Race Course Road, Bengaluru- 560 001

Date: 22.09.2016  
Place: Bangalore

By:  
Parameshwar G Bhat  
Practising Company Secretary  
FCS 8860 CP 11004  
Tel: +91 80 23610847  
Email: parameshwar@vjkt.in

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, ACS

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 : parameshwar@vjkt.in  
parameshwar.g.bhat@gmail.com

**SCRUTINIZER'S REPORT**

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]*

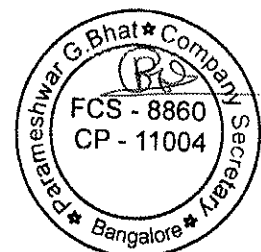
To  
Mr. Aniruddha Bhanuprasad Mehta  
Chairman of  
32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
MRO-TEK Reality Limited  
(Formerly known as MRO-TEK Limited)  
# 6, New BEL Road  
Chikkamaranahalli  
Bangalore- 560 054

Dear Sir,

I, Parameshwar G Bhat, Company Secretary in Whole-Time Practice (FCS No 8860, CP No 11004), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by MRO-TEK Reality Limited (formerly known as MRO-TEK Limited) (CIN:L28112KA1984PLC005873) for the purpose of scrutinizing the voting through remote e-voting and through Ballot Form at the 32<sup>nd</sup> Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Form at the Annual General Meeting venue for the resolutions proposed in the notice of 32<sup>nd</sup> Annual General Meeting of the Members of the Company held on 21<sup>st</sup> September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 32<sup>nd</sup> Annual General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited ("Karvy"), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 18<sup>th</sup> September, 2016 (9.00 A.M. IST) till 20<sup>th</sup> September, 2016 (5.00 P.M. IST) and Members were requested to cast





their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 14<sup>th</sup> September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 32<sup>nd</sup> Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Forms which are invalid.

The Ballot Forms received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot Forms with signatures mismatching with the records of Registrar and Transfer Agent have been rejected and treated as invalid. Further, the Ballot Forms in which the shareholders have voted for certain resolutions and not voted for certain other resolutions were taken as valid for the resolutions for which they have voted and the resolutions which were not voted by them only were not reckoned.

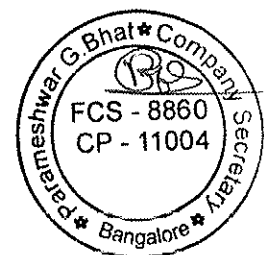
At the end of the voting period on 20<sup>th</sup> September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 21<sup>st</sup> September, 2016, in the presence of Mr. Ganesh Hegde and Mr. Ravi Bhat, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Ballot Forms as received and the report generated from the e-voting website of Karvy Computershare Private Limited (Karvy) i.e. <https://evoting.karvy.com> and based on such reports,

- a. 20 members have cast their votes through remote e-voting.
- b. 38 members have cast their votes through Ballot Forms at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Forms are as under:



**ORDINARY BUSINESS:**

**Item No.1: Adoption of Financial Statements for the year ended March 31, 2016:  
Ordinary Resolution:**

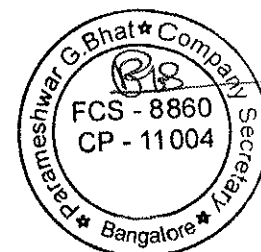
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	19	8250012	29	5855	48	8255867	71.53
Dissent	1	1353799	5	1932659	6	3286458	28.47
Total	20	9603811	34	1938514	54	11542325	100.00
Abstained/ Invalid	0	0	4	403	4	403	NA

**SPECIAL BUSINESS:**

**Item No. 2: Appointment of Messrs K. S Aiyar & Co (Firm Registration No. 100186W), as Auditor in the Casual Vacancy:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	8250012	29	5855	48	8255867	71.53
Dissent	1	1353799	5	1932659	6	3286458	28.47
Total	20	9603811	34	1938514	54	11542325	100.00
Abstained/ Invalid	0	0	4	403	4	403	NA



**Item No. 3: Appointment of Mr. Aniruddha Bhanuprasad Mehta (DIN-00720504), as Director of the Company:**

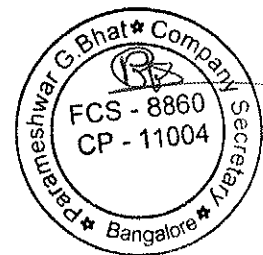
**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	17	5236590	26	5643	43	5242233	61.46
Dissent	2	1354998	8	1932871	10	3287869	38.54
Total	19	6591588	34	1938514	53	8530102	100.00
Abstained/Invalid	1	3012223	4	403	5	3012626	NA

**Item No. 4: Appointment of Mr. Aniruddha Bhanuprasad Mehta (DIN-00720504), as Chairman & Managing Director of the Company:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	17	5236590	25	5443	42	5242033	61.46
Dissent	2	1354998	7	1932869	9	3287867	38.54
Total	19	6591588	32	1938312	51	8529900	100.00
Abstained/Invalid	1	3012223	6	605	7	3012828	NA



**Item No. 5: Appointment of Mrs. Gauri Aniruddha Mehta (DIN- 00720443), as Director of the Company:**

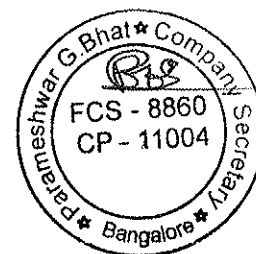
**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	17	7762949	26	5643	43	7768592	70.26
Dissent	2	1354998	8	1932871	10	3287869	29.74
Total	19	9117947	34	1938514	53	11056461	100.00
Abstained/ Invalid	1	485864	4	403	5	486267	NA

**Item No. 6: Appointment of Mr. Radhakrishnan Seetharaman (DIN- 07492511), as Director of the Company:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	8250012	28	5843	47	8255855	71.53
Dissent	1	1353799	6	1932671	7	3286470	28.47
Total	20	9603811	34	1938514	54	11542325	100.00
Abstained/ Invalid	0	0	4	403	4	403	NA



**Item No. 7: Appointment of Mr. Radhakrishnan Seetharaman (DIN- 07492511), as an Independent Director of the Company:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	18	8250011	26	5643	44	8255654	71.53
Dissent	2	1353800	8	1932871	10	3286671	28.47
Total	20	9603811	34	1938514	54	11542325	100.00
Abstained/ Invalid	0	0	4	403	4	403	NA

**Item No.8: Appointment of Mr. Sudhir Kumar Hasija (DIN- 00157168), as Director of the Company:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	18	8248813	28	5843	46	8254656	71.52
Dissent	2	1354998	6	1932671	8	3287669	28.48
Total	20	9603811	34	1938514	54	11542325	100.00
Abstained/ Invalid	0	0	4	403	4	403	NA





Item No.9: Appointment of Mr. Sudhir Kumar Hasija (DIN- 00157168), as an Independent Director of the Company:

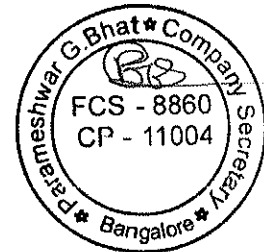
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	17	8248812	26	5643	43	8254455	71.52
Dissent	3	1354999	8	1932871	11	3287870	28.48
Total	20	9603811	34	1938514	54	11542325	100.00
Abstained/ Invalid	0	0	4	403	4	403	NA

Item No.10: Appointment of Mr. M. V. Sampath Kumar (DIN- 07613043), as Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	8250012	27	5743	46	8255755	71.53
Dissent	1	1353799	6	1932671	7	3286470	28.47
Total	20	9603811	33	1938414	53	11542225	100.00
Abstained/ Invalid	0	0	5	503	5	503	NA



**Item No.11: Appointment of Mr. M. V. Sampath Kumar (DIN- 07613043), as an Independent Director of the Company:**

**Ordinary Resolution:**


Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	18	8250011	26	5643	44	8255654	71.53
Dissent	2	1353800	7	1932771	9	3286571	28.47
Total	20	9603811	33	1938414	53	11542225	100.00
Abstained/ Invalid	0	0	5	503	5	503	NA

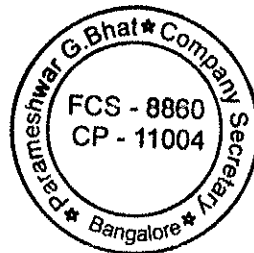
Note: The votes cast by the Directors for their own appointments/re-appointments were not taken in to consideration and were for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 11 may be deemed to have been **passed by requisite majority.**

All the relevant records relating to e-voting and Ballot Forms are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

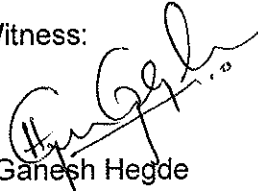
Thanking You  
Yours Sincerely

  
Parameshwar G. Bhat  
Practising Company Secretary  
Membership No: FCS 8860  
C P No: 11004



Date: 22.09.2016  
Place: Bangalore

Witness:

  
1. Ganesh Hegde

  
2. Ravi Bhat

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, ACS

Company Secretary

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

**Form No. MGT-13**

*[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and administration) Rules, 2014]*

To

Mr. Aniruddha Bhanuprasad Mehta

Chairman of

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of

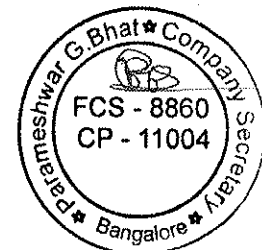
MRO-TEK Reality Limited

Held on 21<sup>st</sup> September, 2016 at Bangalore

Dear Sir,

I, Parameshwar G Bhat, Practising Company Secretary, Bangalore, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of MRO-TEK Reality Limited (formerly known as MRO-TEK Limited) (CIN: L28112KA1984PLC005873), held on 21<sup>st</sup> September, 2016, at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru- 560 001, submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Ballot Box kept for polling was locked in my presence.
2. The locked ballot box was subsequently opened in my presence and poll papers were digitally scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll are as under:



**ORDINARY BUSINESS:**

**1. Adoption of Financial Statements for the year ended March 31, 2016 (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
29	5855	0.302

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
05	1932659	99.698

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403

**SPECIAL BUSINESS:**

**2. Appointment of Messrs K. S Aiyar & Co (Firm Registration No. 100186W) as Auditor in the Casual Vacancy (Ordinary Resolution):**

i. Voted in favour of the resolution:

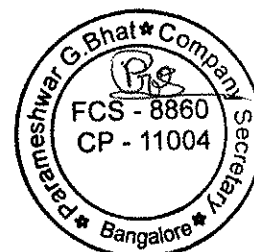
No. of Ballots	No. of Votes cast	% of total Valid Votes
29	5855	0.302

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
05	1932659	99.698

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403



**3. Appointment of Mr. Aniruddha Bhanuprasad Mehta (DIN-00720504), as Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
26	5643	0.291

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
08	1932871	99.701

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403

**4. Appointment of Mr. Aniruddha Bhanuprasad Mehta (DIN-00720504), as Chairman & Managing Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

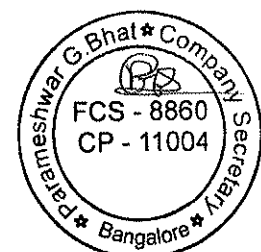
No. of Ballots	No. of Votes cast	% of total Valid Votes
25	5443	0.281

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
07	1932869	99.719

iii. Invalid votes:

No. of Ballots	No. of Votes cast
06	605





**5. Appointment of Mrs. Gauri Aniruddha Mehta (DIN- 00720443), as Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
26	5643	0.291

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
08	1932871	99.709

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403

**6. Appointment of Mr. Radhakrishnan Seetharaman (DIN- 07492511), as Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

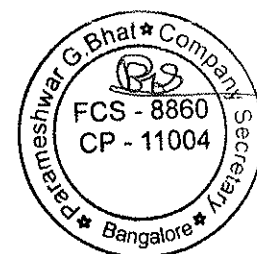
No. of Ballots	No. of Votes cast	% of total Valid Votes
28	5843	0.301

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
08	1932671	99.699

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403



**7. Appointment of Mr. Radhakrishnan Seetharaman (DIN- 07492511), as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
26	5643	0.291

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
08	1932871	99.709

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403

**8. Appointment of Mr. Sudhir Kumar Hasija (DIN- 00157168), as Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

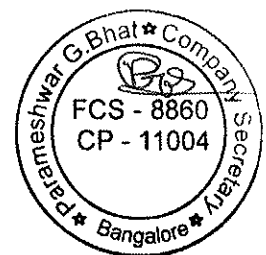
No. of Ballots	No. of Votes cast	% of total Valid Votes
28	5843	0.301

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
06	1932671	99.699

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403



**9. Appointment of Mr. Sudhir Kumar Hasija (DIN- 00157168), as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
26	5643	0.291

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
08	1932871	99.709

iii. Invalid votes:

No. of Ballots	No. of Votes cast
04	403

**10. Appointment of Mr. M. V Sampath Kumar (DIN- 07613043), as Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

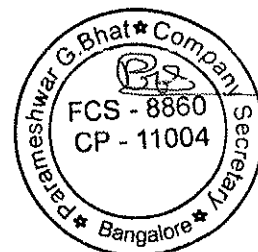
No. of Ballots	No. of Votes cast	% of total Valid Votes
27	5743	0.296

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
06	1932671	99.704

iii. Invalid votes:

No. of Ballots	No. of Votes cast
05	503



**11. Appointment of Mr. M. V Sampath Kumar (DIN- 07613043), as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
26	5643	0.291

ii. Voted against the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
07	1932771	99.709

iii. Invalid votes:

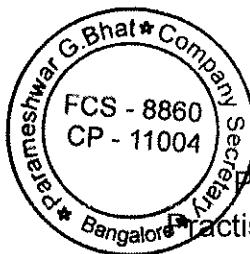
No. of Ballots	No. of Votes cast
05	503


The Poll papers and all other records were sealed and handed over to the Chairman or Company Secretary for safe keeping.

Yours faithfully,

Place: Bangalore

Date: 22<sup>nd</sup> September, 2016



  
Parameshwar G. Bhat  
Practising Company Secretary  
Membership No: FCS 8860  
CP No: 11004

ISO 9001 : 2008  
APPROVED BY IRQS



ISO 14001 : 2004  
APPROVED BY IRQS



**MROTEK®**  
Integrating Next Generation Networks

## CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Karvy Computershare Private Limited (Karvy) from 18<sup>th</sup> September, 2016 at 9.00 a.m. to 20<sup>th</sup> September, 2016 at 5.00 p.m. and poll taken at the 32<sup>nd</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2016 and the report of the Scrutinizer dated 22<sup>nd</sup> September, 2016, it is hereby declared that the following resolutions have been passed as per the Companies Act, 2013, with requisite majority:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements for the year ended March 31, 2016:

##### Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements including the Balance Sheet as at 31<sup>st</sup> March, 2016 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 including Secretarial Audit Report be and are hereby received, considered and adopted."

### SPECIAL BUSINESS:

#### 2. Appointment of Messrs K. S Aiyar & Co (Firm Registration No. 100186W) as Auditor in the Casual Vacancy:

##### Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), Messrs K. S. Aiyar and Co. Bangalore, (Firm Registration No. 100186W) be and are hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of Messrs Singhvi, Dev & Unni, Chartered Accountants, Bangalore, (Firm Registration No 003867S) to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on

## MRO - TEK REALTY LIMITED

(FORMERLY KNOWN AS MRO-TEK LIMITED)

Registered & Corporate Office

#6, New BEL Road

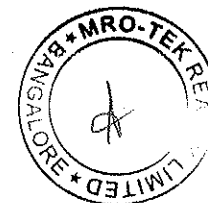
Chikkamarahalli

Bangalore - 560 054

Ph : +91 80 42499000

Email : info@mro-tek.com

CIN No. L28112KA1984PLC005873





such remuneration as may be fixed by the Board of Directors in consultation with the Auditors."

**3. Appointment of Mr. Aniruddha Bhanuprasad Mehta (DIN-00720504), as Director of the Company:**

**Ordinary Resolution:**

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Aniruddha Bhanuprasad Mehta (DIN- 00720504), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on August 8, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

**4. Appointment of Mr. Aniruddha Bhanuprasad Mehta (DIN-00720504), as Chairman & Managing Director of the Company (Ordinary Resolution):**

**Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 2(54), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), subject to such sanctions as may be necessary, approval of the Members be and is hereby accorded to appoint Mr. Aniruddha Bhanuprasad Mehta (DIN: 00720504) as Chairman and Managing Director of the Company for a period of three (3) years with effect from August 8, 2016 on the terms and conditions of appointment as may be determined, at a remuneration which shall not exceed Rs. 36,00,000/- (Rupees Thirty Six Lakhs only) per annum till such time as may be reviewed by the Nomination and Remuneration Committee from time to time.

The overall remuneration (inclusive of all allowances and perquisites) shall not exceed Rs. 36,00,000/- (Rupees Thirty Six Lakhs only) per annum:

- i) A salary at the rate of Rs.36,00,000/- (Rupees Thirty Six Lakh only) per year for a period of three years w.e.f 8th August, 2016.



- ii) Reimbursement of medical and hospitalization expenses of the Managing Director and his family subject to a ceiling of one month salary in a year.
- iii) Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.
- iv) Bonus for the financial year, at the discretion of the Company, as may be reviewed by the Board and with such approvals as may be needed.
- v) Reimbursement of expenses incurred by him in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy.
- vi) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- vii) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- viii) Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence.
- ix) The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

**Minimum Remuneration:**

In the event of absence or inadequacy of profits in any Financial Year during the currency of tenure of his appointment, the entire applicable remuneration by way of salary and perquisites mentioned above shall be paid as the Minimum Remuneration, subject to the provisions under Schedule V of the Companies Act, 2013 and revised from time to time."

**5. Appointment of Mrs. Gauri Aniruddha Mehta (DIN- 00720443), as Director of the Company:**

**Ordinary Resolution:**

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mrs. Gauri Aniruddha Mehta (DIN: 00720443), who was appointed as Additional



Director of the Company by the Board of Directors at its meeting held on August 8, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

**6. Appointment of Mr. Radhakrishnan Seetharaman (DIN- 07492511), as Director of the Company:**

**Ordinary Resolution:**

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Radhakrishnan Seetharaman (DIN: 07492511), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on August 8, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

**7. Appointment of Mr. Radhakrishnan Seetharaman (DIN- 07492511), as an Independent Director of the Company:**

**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 and provisions of Listing Regulations, Mr. Radhakrishnan Seetharaman (DIN- 07492511), Director of the Company be and is hereby appointed as Independent Director of the Company to hold office from August 8, 2016 to August 7, 2021."



**8. Appointment of Mr. Sudhir Kumar Hasija (DIN- 00157168), as Director of the Company:**

**Ordinary Resolution:**

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr Sudhir Kumar Hasija (DIN: 00157168), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on August 8, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

**9. Appointment of Mr. Sudhir Kumar Hasija (DIN- 00157168), as an Independent Director of the Company:**

**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 and provisions of Listing Regulations, Mr. Sudhir Kumar Hasija (DIN-00157168), Director of the Company, be and is hereby appointed as Independent Director of the Company to hold office from August 8, 2016 to August 7, 2021."

**10. Appointment of Mr. M. V Sampath Kumar (DIN- 07613043), as Director of the Company:**

**Ordinary Resolution:**

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr M V Sampath Kumar (Subject to obtaining valid DIN), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on August 8, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

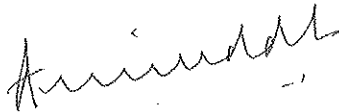


**11. Appointment of Mr. M. V Sampath Kumar (DIN- 07613043), as an Independent Director of the Company:**

**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 reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and provisions of Listing Regulations, Mr. M V Sampath Kumar (Subject to obtaining valid DIN), Director of the Company be and is hereby appointed as Independent Director of the Company to hold office from August 8, 2016 to August 7, 2021."

Bangalore  
22.9.2016

  
Aniruddha Bhanuprasad Mehta  
Chairman & Managing Director  
(DIN-00720504)

