

NOTICE

NOTICE is hereby given that the Thirty Fourth (34th) Annual General Meeting of the Company will be held at 12.00 Noon on Thursday, the 23rd day of August, 2018, at Hotel Ajantha, Rohini Hall, 22-A, M G Road, Bengaluru -560 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint Mrs. Gauri Aniruddha Mehta (holding DIN: 00720443), Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **Appointment of Mr. Mohan Subramaniam (holding DIN: 01033494) 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 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Mohan Subramaniam (holding DIN: 01033494), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on November 15, 2017 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to the provisions of 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. Mohan Subramaniam (holding DIN: 01033494), as an Independent Director of the Company:**

To consider and, if thought fit, 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 and provisions of Listing Regulations, Mr. Mohan Subramaniam (holding DIN: 01033494), Director of the Company be and is hereby appointed as Independent Director of the Company to hold office for a period of 5 (Five) consecutive years i.e., starting

from November 15, 2017 to November 14, 2022 and his office shall not be liable to retire by rotation."

5. **Change in the name of the Company and alteration of the Name Clause in 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 received from the the Ministry of Corporate Affairs, name of the Company be changed from "MRO-TEK Realty Limited" to "MRO-TEK Limited" or any other name as may be approved by the Ministry of Corporate Affairs, 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 1st 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' or such other name as may be approved by the Ministry of Corporate Affairs.

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".

6. **Alteration of 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**

**Barun Pandey
Company Secretary and Compliance Officer
ACS:39508**

**Place: Bengaluru
Date: 23.05.2018**

Notes:

1. A Member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. The instrument of proxy in order to be effective must be deposited/ lodged at the Registered / Corporate Office of the Company duly completed and signed not later than 48 hours before the time fixed for holding the Meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
3. The Register of Members and Share transfer books of the Company will remain closed from **17th August, 2018 to 23rd August, 2018 (both days inclusive)** for the purpose of Annual General Meeting.
4. The amount of dividend remaining unpaid or unclaimed for a period of seven years (2009-10) from the date of transfer to the Unpaid Dividend Account is transferred to the Investor Education and Protection Fund (IEPF). Shareholders may please note that all unclaimed dividends declared upto Financial Year 2009 had been transferred to IEPF on **30th July, 2017** and no claims shall lie against the Company or the said Fund in respect of the said amount.

Further please note that as per Section 124(6) of the Companies Act, 2013 all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will be transferred by the Company to IEPF Authority account. The Shareholders may claim above mentioned shares in accordance with

such procedure and on submission of such documents as mentioned below:-

Procedure for claiming unpaid amounts and shares out of Investor Education and Protection Fund:

- a) Share holder requires to approach to Karvy Computer Shares Private Limited (Karvy). Karvy will verify the holding status in the past records and they will send the required documents list to share holder.

Contact Detail Karvy:-
Mr. Ramesh Desai
Manager- Corporate Registry
ramesh.desai@karvy.com
Ph:- +91 040 67161528

- b) On receipt of all required documents from the share holder Karvy will send the entitlement letter to share holder if all the documents are in order.
- c) Based on Entitlement letter, share holder follow the rules as per IEPF-5 help kit (www.mro-tek.com) and execute all the required documents and send to Nodal Officer/ Company Secretary.

Nodal Officer Detail:-
Mr. Barun Pandey
Company Secretary and Compliance officer
cs@mro-tek.com,
PH.:+91 080 42499000

- d) Nodal Officer will verify the documents and refer to IEPF authorities for release of the unclaimed shares and dividends to share holder demat account and their Bank Account respectively.

5. Members are requested to address all their communications:

relating to dividend or any other grievance/s, directly to the Shares Department to the Company's Registered Office or send e-mail to the dedicated e-mail id - grd@mro-tek.com;

- relating to change of Bank account details, address etc, directly to their respective Depository Participant (DP), with whom Demat Account is held.

6. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited ('Karvy').

7. The instructions for e-Voting are as under: Voting through electronic voting system (Remote E-Voting) :

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **16th August, 2018 (Thursday)** i.e. the date prior to the commencement of Book closure date are entitled to vote on the Resolution set forth in this Notice. The remote e-voting period will commence at 9 A.M. on 20th August, 2018 (Monday) to 5.00 P.M. on 22nd August, 2018 (Wednesday). It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility, and a Member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for the Annual General Meeting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

INSTRUCTION FOR REMOTE E-VOTING:

To use the following URL for remote e-voting:

From Karvy website : <https://evoting.karvy.com>

- (a) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- (b) Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. The Event No+Folio No/DP ID-Client ID will be your user ID.
- (c) After entering the details appropriately, click on LOGIN.
- (d) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@, #, \$). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the EVENT i.e., MRO-TEK REALTY LIMITED and click on SUBMIT.
- (g) Now you are ready for e-voting as "Cast Vote" page opens. On the voting page, the number of shares as held by the Shareholder as on **16th August, 2018,**

Thursday (record date) will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click FOR / AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.

- (h) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
- (i) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (j) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (k) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of the AGM. Accordingly, the Portal will be open for voting from 9 A.M. on 20th August, 2018 (Monday) to 5.00 P.M. on 22nd August, 2018 (Wednesday). The e-voting module shall be disabled by Karvy at 5.00 p.m on the same day. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **16th August, 2018, Thursday (record date)** may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. P. Srikrishna of Karvy Computershare Private Limited at 040-67162222 8 OR at Tel No. 1800 345 4001 (toll free).

- (a) The Company has appointed Mr. Vijaykrishna K T, Practising Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner: provided that the Scrutinizer so appointed may take assistance of a person who is not in employment of the Company and who is well-versed with the electronic voting system.
- (b) The voting rights of the Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of 16th August, 2018 (Thursday).
- (c) The Members, whose names appear in the Register of Members / list of Beneficial Owners

as on 16th August, 2018 (Thursday) are entitled to vote on the Resolutions set forth in this Notice.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Annual Report and holding shares as of 16th August, 2018 (Thursday) may obtain the login ID and password by sending an email to evoting@karvy.com by mentioning their Folio No./ DP ID and Client ID No. Else, if your Mobile number is registered against Folio No./DP ID-Client ID, the Member may send SMS:MYEPWD <space> Event Number + Folio or DP ID Client ID to +91 9212993399.

Example for NSDL :MYEPWD <SPACE>
IN12345612345678

Example for CDSL :MYEPWD <SPACE>
1402345612345678

Example for PHYSICAL :MYEPWD <SPACE>
XXX1234567

However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If e-mail or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate as password.

- (d) A Member may participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.
- (e) Voting at AGM: The Members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of Ballot Papers in this regards at the AGM Venue.
- (f) The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than Forty Eight (48) hours of conclusion of the Meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.mro-tek.com and on <https://evoting.karvy.com> immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the Stock Exchange where the shares are listed.

- (g) In case of joint shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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., to the Scrutinizer through e-mail at vijaykt@vjkt.in, with a copy marked to evoting@karvy.com. File naming convention should be 'Corporate Name EVENT NO.' The documents should reach the Scrutinizer on or before the close of working hours on 22nd August, 2018 (wednesday).

- (h) In case a Member receives physical copy of the Notice of AGM (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy) in the permitted mode:
 - (i) Initial password as below is given in the attendance slip for the AGM:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
XXXXXXXX	XXXXXXXX	XXXXXXXX

- (i) Please follow all steps from Sl. No. (2)(c) to (2)(j) above to cast your vote.

**By Order of the Board of Directors
For Mro- Tek Realty Limited**

**Barun Pandey
Company Secretary and
Compliance Officer
ACS: 39508**

**Place: Bengaluru
Date: 23.05.2018**

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

Item Nos. 3 & 4:

At the Meeting of the Board held on 15th November, 2017, Mr. Mohan Subramaniam was inducted as an Additional Director of the Company. Pursuant to Section 161 of the Companies Act, 2013 (“the Act”) he will hold office up to the date of the ensuing Annual General Meeting. Notice has been received from a Member signifying his intention to propose him as a Director at the ensuing Annual General Meeting along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only).

Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations, 2015, it is proposed to appoint Mr. Mohan Subramaniam as an Independent Director of the Company to hold office for 5 (five) consecutive years starting from November 15, 2017 to November 14, 2022.

The Board recommends the appointment of Mr. Mohan Subramaniam for the approval of the Shareholders.

Brief Profile of Mr. Mohan Subramaniam is as mentioned below:

Mr. Mohan Subramaniam is a dynamic Professional, qualified Chartered Accountant and Cost Accountant having more than 30 years of post-qualification experience, in large-sized Government Undertaking, Mid-sized Listed Companies manufacturing engineering goods for automobile sector, Continuous process Industry with Foreign collaborations, Global company manufacturing capital goods, Product and IP Company in the IT sector.

Heading core portfolios of Finance, Corporate Secretarial, Legal, Taxation and Administrative functions, as also forming part of the core management team at the Global level. He has been the head of IT function and also handled the HR matters of a MNC Company.

Except Mr. Mohan Subramaniam, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 3 & 4.

Item No. 5 & 6:

As the Shareholders are aware, your company's major business is related to manufacturing of Networking products and equipment over the past 3 decades. The Company propose to take the same business to the next level. Further, your Company also exploring some new business opportunities related to the Manufacturing and service of new networking product and services. Hence, the existing name of the Company which is “MRO-TEK Realty Limited” not look suitable for the Manufacturing Business and Board of Directors is proposed the change of name of the Company to “MRO-TEK Limited”

Your necessary approval has been sought to enable the carrying on of the existing business activities, as required under the Companies Act, 2013, ('the Act') and hence, 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 of the Company as exhibited in the said Resolutions. The Board has proposed to alter the Name of the Company and to obtain necessary approval from the Ministry of Corporate Affairs and said name “MRO-TEK Limited” has been made available.

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. 5 and Item No. 6 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
For Mro- Tek Realty Limited**

**Barun Pandey
Company Secretary and
Compliance Officer
ACS: 39508**

**Place: Bengaluru
Date: 23.05.2018**

Additional information on Directors seeking Appointment/Re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards –2:

Particulars	Gauri Aniruddha Mehta (DIN:00720443)	Mr. Mohan Subramaniam (DIN- 01033494)
Date of Birth	14.01.1964	05.09.1957
Effective date of Appointment	08.08.2016	15.11.2017
Qualifications	Graduate in Arts	CA, CMA & Graduate in Commerce
Expertise in specific functional areas	Business	Heading core portfolios of Finance, Corporate Secretarial, Legal, Taxation and Administrative functions
Directorships held in other Public companies (including Foreign Companies) as on date	NIL	ISG Novasoft Technologies Limited
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	NIL	NIL
Number of shares held in the Company	4,86,064	NIL