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## MRO-TEK REALTY LIMITED

CIN: L28112KA1984PLC005873

Registered Office: No.6, New BEL Road, Chikkamaranahalli, Bangalore-560054

Telephone: 080 42499000

Website: [www.mro-tek.com](http://www.mro-tek.com), Email: [info@mro-tek.com](mailto:info@mro-tek.com)

### NOTICE OF THIRTY SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Seventh (37<sup>th</sup>) Annual General Meeting ("AGM/e-AGM") of MRO-TEK Realty Limited ("Company") will be held on Thursday the 30<sup>th</sup> day of September, 2021 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") ("hereinafter referred to as electronic mode") to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company which includes the Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.
2. To re-appoint Mrs. Gauri Aniruddha Mehta (holding DIN: 00720443), Director who retires by rotation and being eligible, offer herself for re-appointment.
3. To re-appoint Statutory Auditors and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendation of the Audit Committee and of the Board of Directors, Messrs K. S. Aiyar and Co. Bangalore, (Firm Registration No. 100186W), who have offered themselves for re-appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby

appointed as Statutory Auditors of the Company, to hold office for a period of five (5) years from the conclusion of the 37<sup>th</sup> Annual General Meeting up to the conclusion of 42<sup>nd</sup> Annual General Meeting at a remuneration as may be decided by the Board of Directors of the Company every year in consultation with the said auditors and that this approval be and is hereby deemed as valid for the next 5 years, there being no need to seek further approval from the Shareholders each year."

#### SPECIAL BUSINESS:

4. To appoint Mr. Sudhir Kumar Hasija (Holding DIN: 00157168), as an Non-Executive Non-Independent Director of the company:

To consider and if thought fit, to pass the following Resolution as an 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. Sudhir Kumar Hasija (DIN: 00157168), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on 13<sup>th</sup> August, 2021 in terms of Section 161(1) of the Companies Act, 2013 based on the recommendation of the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other

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formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations.”

5. To appoint of Mrs. Neela Manjunath (DIN- 06981005) as an Independent Director of the Company.

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

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Neela Manjunath, (holding DIN- 06981005) (Independent Director Registration Number – IDDB-DI-202108-038269) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from 30<sup>th</sup> September, 2021 to 29<sup>th</sup> September 29, 2026 and whose office shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations.”

6. To approve revision in overall remuneration of Mr. Aniruddha Bhanuprasad Mehta (DIN: 00720504), Chairman and Managing Director of the Company.

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

“**RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders at the Annual General Meeting held on 02<sup>nd</sup> August, 2019, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and rules made there under (Including any modifications or re-enactment thereof) read with

Schedule V of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors be and is hereby approved the revision in overall remuneration not exceeding Rs. 84,00,000/- per annum (Rupees Eighty-Four Lakhs only) of Mr. Aniruddha Bhanuprasad Mehta, Chairman and Managing Director of the Company for the remaining period of his term of appointment i.e., with effect from 1<sup>st</sup> October, 2021 to 21<sup>st</sup> May, 2024 as per the following terms and condition:

- i) All inclusive remuneration of Rs.84,00,000/- (Rupees eighty-four Lakh only) per year for the remaining period of his appointment, including any of the following perquisites, subject to approval in ensuring Annual General Meeting.
- ii) Expenses: The Company will reimburse all properly documented expenses reasonably related to the performance of his duties hereunder in accordance with its standard policy.
- iii) Leave and Holidays: Mr. Aniruddha Bhanuprasad Mehta will be eligible for 25 days of leave in a year including sick leave. He is further entitled to avail of holidays as per the policies of the Company in force from time to time.
- iv) Benefits: Mr. Aniruddha Bhanuprasad Mehta entitlement to the benefit schemes of the Company shall be in accordance with the applicable law and as per the Company's policies in force from time to time.
- v) Including the above, he will be entitled to the following benefits:
  - a) Provision of telephones, fax and Internet access at his residence;
  - b) Provision of House Rent. Allowance as per the Company's policies from time to time;
  - c) Entitled to participate in the Company / Holding Companies Stock Option Plan as may be applicable to other senior employees his level.
- vi) Provision of chauffeur driven car for the use on Company's business, meal Coupons and telephone at residence.

vii) No sitting fee shall be paid to Mr. Aniruddha Bhanuprasad Mehta for attending the meetings of the Board of Directors or any Committee thereof.

**Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Managing Director may be paid the substantive remuneration as stated above as the Minimum Remuneration, the amount of salary, commission, perquisites and other allowances payable to the Whole time Director shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013 as may be in force for the time being.

Further, in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Mr. Aniruddha Bhanuprasad Mehta be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in General Meeting, subject to the overall limits of schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director, Company Secretary or Authorised Signatory of the Company be and is hereby authorized to sign and execute all documents, letters, applications, writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper expedient or incidental for the purposes of giving effect to the aforesaid resolution.”

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

**Barun Pandey**  
**Company Secretary and Compliance Officer**  
**Address: No. 6, New BEL Road,**  
**Chikkamaranahalli, Bangalore-560054**

**Place: Bangalore**  
**Date: 30-08-2021**

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (“MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. The relative Explanatory Statement pursuant to Section 102 of the Act read with Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) setting out material facts concerning the business under item no. 4, item no. 5 and item no. 6 of the Notice are annexed hereto. The relevant details as required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ Appointment of Director under item no. 4, item no. 5 is annexed.
3. In terms of SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, the requirement of Regulation 44(4) of the Listing Regulations is dispensed with temporarily, as the Company is convening the AGM through electronic mode. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for the

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- appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical Shares and for ease of portfolio management, Members holding Shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents ("RTA"), Kfin Technologies Private Limited (KFintech) for assistance in this regard.
  5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the Shares are held by them in electronic form and with RTA in case the Shares are held by them in physical form.
  6. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the Shares are held by them in electronic form and to the Company in case the Shares are held in physical form.
  7. Members holding Shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the Share Certificates for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  8. Members seeking any information with regard to finance and accounts are requested to write to the Company at [grd@mro-tek.com](mailto:grd@mro-tek.com) at an early date, so as to enable the Management to keep the information ready at the AGM. Regulation 36(1)(b) and (c) of the Listing Regulations and provisions under Section 136 of the Companies Act, 2013 specifies the Companies to send a hard copy of the statement containing salient features of all the documents to the Shareholders who have not registered their email addresses and hard copies of full annual reports to those Shareholders, who request for the same, respectively.
  9. Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company's website [www.mro-tek.com](http://www.mro-tek.com) and website of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at <https://www.nseindia.com/> and <https://www.bseindia.com/> respectively. The AGM Notice is also disseminated on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
  10. The Register of Members and Share Transfer Books will remain closed from 24<sup>th</sup> September, 2021 (Friday) to 30<sup>th</sup> September, 2021 (Thursday) (both days inclusive).
  11. All documents relating to the above-mentioned Resolutions shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the date of AGM.
  12. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
  13. The Shareholders may claim the unclaimed amount and shares already transferred to Investor Education and Protection Fund in



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accordance with such procedure and on submission of such documents as mentioned below:

- a) Shareholders may note that the IEPF claim refund process is now digital. They may refer the below link for FAQs related to filing the form and also refer the Instruction kit: <http://www.iepf.gov.in/IEPF/pdf/FAQsIEPF5.pdf>
  - b) The steps for Investors for claiming the amount and shares are as below:
    - Register yourself on IEPF website: [www.iepf.gov.in](http://www.iepf.gov.in)
    - Fill the new web form IEPF 5 Online
    - Attach scanned copy of required documents with form
    - Take print out of auto generated advance receipt and indemnity bond (IEPF Website>Forms>Webforms IEPF 5>MCA Services.
    - Send all original Documents to the Company
    - Company to e-verify the claim in 30 days
    - On the basis of verification report, refund of shares and amount by IEPF Authority
14. 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](mailto: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.
- CDSL e-Voting System – For e-voting and Joining Virtual meetings.**
1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
  2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
  3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
  4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
  6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.mro-tek.com](http://www.mro-tek.com) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
  8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
- physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, 25<sup>th</sup> September, 2021 (9:00 A.M. IST) and ends on Wednesday, 29<sup>th</sup> September, 2021 (5:00 P.M. IST) . During this period shareholders' of the Company, holding shares either in

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

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	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [grd@mro-tek.com](mailto:grd@mro-tek.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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19. Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, in respect of the Director seeking appointment/ re-appointment at AGM:

<b>Name of Director</b>	<b>Mrs. Gauri Aniruddha Mehta</b>	<b>Mr. Sudhir Kumar Hasija</b>	<b>Mrs. Neela Manjunath</b>
<b>Date of Birth</b>	14 <sup>th</sup> January, 1964	1 <sup>st</sup> June, 1956	12 <sup>th</sup> January, 1961
<b>Date of First Appointment</b>	August 8, 2016	August 8, 2016	NA
<b>Qualifications</b>	She holds a Bachelor's degree in Arts from St. Xavier's College, Mumbai	He holds a Bachelor's degree in Commerce	Masters Degree of Arts in Political Science from Bangalore University, Bengaluru, India and Degree Arts (History, Economics, Political Science) from Maharani's College, Bengaluru, India.
<b>Experience and Expertise in specific functional areas</b>	She is a landscape architect by passion, with vast experience in designing. She brings on Board, standard project management principles and practices to ensure excellence in project design and delivery.	He is a renowned Businessman having more than 3 decade of experiences. He is the Chairman of UTL and Karbonn, is a first generation entrepreneur. Mr. Hasija, Chairman, UTL Group a multi division telecom group with an annual turnover of Rs 2400 crore and over 850+ employees, headquartered in Bangalore.	Mrs. Neela Manjunath is a Retired IAS Officer who had served as KAS (Batch 1990) and IAS (Batch 2003, Karnataka Cadre) for 31 years. She retired in the rank of Secretary to State. She was the Managing Director, Karnataka Silk Industries Corporation, Karnataka for the period of 2015 to 2021.
<b>Disclosure of relationships between directors inter-se</b>	Mrs. Gauri Aniruddha Mehta is the wife of Mr. Aniruddha Bhanuprasad Mehta, chairman and Managing Director of the Company.	Mr. Sudhir Kumar Hasija is not related to any Directors of the Company	Mrs. Neela Manjunath is not related to any Directors of the Company
<b>Names of listed entities in which the person also holds the direct orship and the membership of Committees of the board</b>	MRO-TEK Realty Limited	MRO-TEK Realty Limited	NA
<b>Shareholding of non-executive directors</b>	7,53,553 equity shares (i.e. 4.03% of Total Equity Shares of the Company)	NIL	NIL

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

Place: Bangalore  
Date: 30-08-2021

Barun Pandey  
Company Secretary and Compliance Officer

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### EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 read with Regulation 17(11) of the Listing Regulations, the following statement sets out all material facts relating to ordinary business and special businesses mentioned in the accompanying Notice:

#### **Item Nos. 4:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 13<sup>th</sup> August, 2021 appointed Mr. Sudhir Kumar Hasija (holding DIN: 00157168) as an Additional Director of the Company.

Mr. Hasija acted as Non-Executive Independent Director of the Company from 08<sup>th</sup> August, 2016 to 7<sup>th</sup> August, 2021 for the period of 5 (five) years. He had successfully completed his tenure as Independent Director in the Company. Due to his relevant experience in handling of the businesses in the field of networking equipment's and other telecommunication device, the Company proposes to continue his services as Non-Executive Non-Independent Director of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Additional Directors appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, approval of the Members of the Company is required to appoint Mr. Sudhir Kumar Hasija (holding DIN:00157168) as a Non-Executive Director of the Company. Brief profile and other details have been provided in the notes.

He does not hold any Equity Shares in the Company. The directorships held by them are within the limits prescribed under Section 165 of the Act.

The disclosures relating to them, as required under the provisions of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolutions set out in Item Nos. 4 for approval by the Members.

Except the aforementioned Directors whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are in any way, interested or concerned, financially or otherwise in these Resolutions, by virtue of their directorships and to the extent of their shareholding in the Company.

#### **Item No-05.**

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors as on 30<sup>th</sup> August, 2021 and with a view to broad basing the composition of the Board, it is proposed to induct Mrs. Neela Manjunath, IAS (Retd) as Independent Director of the Company. Brief profile and other details have been provided in the notes.

In terms of provisions of Section 152 of the Act, they are not liable to retire by rotation. Her brief profiles is furnished in the table enclosed herein.

Mrs. Neela Manjunath, has given her consent to act as Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under the provisions Section 149(6) of the Act read with Listing Regulations. Further, as per the declarations received by the Company, she is not disqualified under the provisions of Section 164 of the Act. Also, in terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The draft letters of appointment containing the terms and conditions of the appointment of Mrs. Neela Manjunath, as Non-Executive, Independent Directors are available for inspection by the Members at the Registered Office of the Company on any working day during working hours.



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She does not hold any Equity Shares in the Company. She is not related to any of the Directors of the Company. The directorships held by her is within the limits prescribed under Section 165 of the Act.

The disclosures relating to them, as required under the provisions of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolutions set out in Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way, interested or concerned, financially or otherwise in these Resolutions, by virtue of their directorships and to the extent of their shareholding in the Company.

**Items No-06**

Mr. Anirudhha Bhanuprasad Mehta , Chairman and Managing Director of the Company was appointed as Chairman and Managing Director of the Company for a period of 5 years till 21<sup>st</sup> May, 2024. Further, Shareholders at the Annual General Meeting held on 2<sup>nd</sup> day of August, 2019 approved the Terms and Conditions for the appointment of Mr. Aniruddha Bhanuprasad Mehta by passing Ordinary Resolution.

In view of the above and on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors at its Meeting held on 30<sup>th</sup> August, 2021 had considered and approved the revision in the overall remuneration of Mr. Aniruddha Bhanuprasad Mehta, Chairman and Managing Director of the Company for the remaining period

of his term of appointment i.e., with effect from 1<sup>st</sup> October, 2021 to 21<sup>st</sup> May, 2024.

Pursuant to Sections 196, 197, 198 read with Schedule V to the Act, and other applicable provisions, if any, of the Act and relevant rules made thereunder, and other applicable enactments, as amended from time to time and based on the recommendations of the NRC, a Company having inadequate/no profits, may subject to certain conditions including the passing of an ordinary resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors for a period not exceeding the remaining terms.

The Board reviewed the financial results, future outlook; responsibilities shouldered and existing remuneration as per the note tabled, to consider and approve the revision in overall remuneration based on the recommendation of Nomination and Remuneration Committee.

Although the Shareholders approved the terms and conditions of appointment of Mr. Aniruddha Bhanuprasad Mehta has not drawn any remuneration thus far.

It may also be noted that from time to time, whenever the Company needed, Mr. Aniruddha Bhanuprasad Mehta has infused funds, to support the Company.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolutions set out in Item Nos.6 for approval by the Members.

Except Mr. Anirudhha Bhanuprasad Mehta, none of the Directors or Key Managerial Personnel or their relatives are in any way, interested or concerned, financially or otherwise in these Resolutions, by virtue of their directorships and to the extent of their shareholding in the Company.

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

**Place: Bangalore**  
**Date: 30-08-2021**

**Barun Pandey**  
**Company Secretary and Compliance Officer**