



MRO-TEK REALTY LIMITED

CIN: L28112KA1984PLC005873

Registered Office: No. 6, New BEL Road, Chikkamaranahalli, Bangalore-560 054, Karnataka

Telephone: 080-42499000, Email Id: cs@mro-tek.com, Website: www.mro-tek.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To

The Members

MRO-TEK Realty Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Postal Ballot Rules") (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of MRO-TEK Limited ("the Company"), to consider and if thought fit, pass, the resolutions noted herein below by way of Postal Ballot.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

1. CHANGE IN THE NAME 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 SEBI and subject to the approval of members and in terms of the approval received from the Ministry of Corporate Affairs, name of the Company be changed from "MRO-TEK Realty Limited" to "MRO-TEK Limited"

RESOLVED FURTHER THAT name of the Company in the Memorandum of Association be substituted with the following:

'1. The name of the Company is **MRO-TEK LIMITED**.'

2. ALTERATION OF 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 to be received from the Registrar of Companies/ the Ministry of Corporate Affairs, name of the Company be changed from "**MRO-TEK Realty Limited**" to "**MRO-TEK Limited**" 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**'.

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".

3. **ALTERATION OF THE 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**

**Aniruddha Bhanuprasad Mehta
Chairman and Managing Director
DIN: 00720504**

Place: Bangalore

Date: 09.08.2019

Notes:

1. A copy of this Notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Postal Ballot Rules"), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure – A ("the Explanatory Statement").
3. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on **23-08-2019**.
4. The Board of Directors of the Company ("the Board") appointed Mr. Vijayakrishna KT, Practising Company Secretary as the 'Scrutinizer' for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner ("the Scrutinizer"). The Scrutinizer's address is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080.
5. The Shareholders are requested to carefully read the instructions printed at the end of the Notice and either: (a) return the form duly completed in the attached self-addressed pre-paid postage envelope ("the Envelope"); or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer on or before **30-09-2019**.
6. The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in the following newspapers:
 - (i) at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and
 - (ii) at least one English newspaper in English language having a wide circulation in that district.
7. The Shareholders are requested to exercise their voting rights by either using the attached Postal Ballot form (no other form or photocopy of the Postal Ballot form is permitted) or through e-Voting.
8. Only a Shareholder who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on 23-08-2019 and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
9. The Scrutinizer will submit his report to Chairman and Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of Postal Ballot forms received but not later than 48 hours from the last date of receipt of all Postal Ballot forms.

The results of voting by Postal Ballot will be announced at 4.00 PM. IST on **2nd October, 2019** at the Registered Office of the Company. Additionally, the result will be posted on Company's website: www.mro-tek.com, and will be communicated to the BSE and the NSE. The date of declaration of the results of the Postal Ballot voting process will be taken to be the date of passing of the Ordinary Resolution.

Shareholders who wish to seek a duplicate ballot form may approach Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad – 500 032, fill in the details or can send mail to einward.ris@karvy.com and send the same to the Scrutinizer.

10. Please note that any Postal Ballot form(s) received after the last date (i.e., 30-09-2019) will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.

If you have any queries, please refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the 'downloads' section of <https://evoting.karvy.com> .

ANNEXURE – A

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

Item No. 1, 2 & 3:

As the Shareholders are aware, your Company's major business is related to manufacturing of Networking products and equipment over the past 3 and half decades. The Company proposes to take the same business to the next level. Further, your Company is also exploring some new business opportunities related to the manufacturing and servicing of new networking products and services, where your Company got a major breakthroughs during the year. Hence, the existing name of the Company which is "**MRO-TEK Realty Limited**" does not augur well and your Directors do not find the same suitable for the business verticals and accordingly has proposed the change of name of the Company to "**MRO-TEK Limited**".

Your approval is therefore has been sought to enable the carrying on of the existing business activities, as required under the Companies Act, 2013, ('the Act') and consequently, 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 and Articles of Association of the Company as exhibited in the said Resolutions. The Board has proposed to alter the Name of the Company from "**MRO-TEK REALTY LIMITED**" to "**MRO-TEK LIMITED**".

The Board has received the approval of new name "MRO-TEK LIMITED" from the Ministry of Corporate Affairs on 19th August, 2019.

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. 1, 2 and Item No. 3 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
Aniruddha Bhanuprasad Mehta

Chairman and Managing Directors
DIN: 00720504

Place: Bangalore

Date: 09.08.2019

Enclosed:

1. Postal Ballot Form
2. Self-addressed and prepaid postage envelope