

**MRO-TEK REALTY LIMITED**

**CIN: L28112KA1984PLC005873**

Registered & Corporate Office: No.6, New BEL Road

Chikkamaranahalli Bangalore 560054

Website: [www.mro-tek.com](http://www.mro-tek.com), Phone: 080-29911217

Email ID: [info@mro-tek.com](mailto:info@mro-tek.com)



To,

December 13, 2024

<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Tel No.: 2659 8235 NSE Symbol: MRO-TEK</b>	<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 BSE Scrip Code: 532376</b>
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**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

Dear Sir(s)/Madam(s),

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of the Postal Ballot Notice seeking approval of the members for special business by way of special resolutions.

Pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (cumulatively “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in compliance with Ministry of Corporate Affairs General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, December 6, 2024 (“Cut-off date”).

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its members. The remote e-voting period shall commence from 9.00 a.m. (IST) on Monday, December 16, 2024 and end at 5.00 p.m. (IST) on Tuesday, January 14, 2025. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company’s website i.e., [www.mro-tek.com](http://www.mro-tek.com) and also available at [www.evotingindia.com](http://www.evotingindia.com) on the website of Central Depository Services (India) Limited (CDSL).

Thanking You,

Yours faithfully,

For **MRO-TEK REALTY LIMITED**

**Prashanth S**  
**Company Secretary**

GSTIN No 29AAACM9875E1Z1

Factory Address: No 29B, Electronic City, Hosur Road, Bangalore 560100, KA, Phone No: 08028520544

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### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To  
The Shareholders,

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"The Act"**) read with the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 read with other subsequent circulars issued in this regard, 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out below are proposed to be passed as Ordinary or Special Resolutions, as the case may be, by the Members of MRO-TEK REALTY LIMITED by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) (collectively referred to as **"Depositories"**).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to proposed Resolutions setting out all material facts concerning each item and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the heading **'Instructions for e-voting' at Note 6'**.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Vijayakrishna KT (Membership No. FCS 1788 & CP 980), Practising Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

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Members holding Equity Shares of the Company as on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head '**Instructions for remote e-voting**' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolutions through remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, January 14, 2025. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing remote e-voting facility to its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the process provided in the Notes to receive this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company or the Company Secretary or any other authorized person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Thursday, January 16, 2025. The said results, along with the Scrutinizer's Report, will be placed on the website of the Company (<https://www.mro-tek.com/>) and CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for remote e-voting i.e., Tuesday, January 14, 2025.

Following are the proposed resolutions seeking approval of the Members of the Company through Postal Ballot.

**SPECIAL BUSINESS:**

**Item No. 1: To consider and approve change of name of the Company from MRO-TEK Realty Limited to Umiya Buildcon Limited and alteration of name clause in the Memorandum of Association and Articles of Association of the Company.**

To consider and approve change in the Company's name and if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of the Central Government (Power delegated to Registrar of Companies) and any other regulatory authority as may be necessary, consent of the shareholders be and is hereby accorded for changing the name of the Company from 'MRO-TEK Realty Limited' to 'Umiya Realty Limited'.

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

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'1. The name of the Company is **UMIYA BUILDCON LIMITED.**'

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or Chief Financial Officer be and are hereby severally authorized to make necessary application to the Registrar of Companies, and Stock Exchanges and to sign and submit all necessary forms, documents, and papers as may be required, and to do all such acts, deeds, matters, and things as may be deemed necessary or expedient to give effect to this resolution."

**Item No: 2: To consider and increase the Borrowing Powers of the Board of Directors of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of all earlier resolutions passed by the Shareholders and pursuant to the provisions of Section 180(1) (a) and (c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Laws, the Company hereby accords its consent of the shareholders for borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise an whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's asset and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the aggregate borrowings shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores only) excluding any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary or expedient to give effect to this resolution."

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**Item No: 3: To consider and increase the limit of related party transactions.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consents of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) for entering into arrangements/transactions/contracts with Messrs. Umiya Builders and Developers, being a Related Party for the calendar year January to December 2025, as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 100 crores (Rupees One Hundred Crores only) for the calendar year January to December 2025.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

**Item No: 4: 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 a Special 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), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for the overall remuneration not exceeding Rs. 2,00,00,000/- (Rupees Two Crores only) per annum of Mr. Aniruddha Bhanuprasad Mehta, Chairman and Managing Director of the Company for the period of three (3) years i.e., with effect from 22<sup>nd</sup> May 2024 to 21<sup>st</sup> May 2027 or as may be reviewed by the Nomination and Remuneration Committee and the Board of Directors from time to time.

The overall remuneration (inclusive of all allowances) shall not exceed Rs. 2,00,00,000/- (Rupees Two crores only) per annum and the following perquisites,

- (i) Expenses: The Company will reimburse all properly documented expenses reasonably related to the performance of his duties hereunder in accordance with its standard policy.
- (ii) 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.
- (iii) 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.
- (iv) Including the above, he will be entitled to the following benefits:
  - a) Provision of telephones, fax and Internet access at his residence;
  - b) Entitled to participate in the Company / Holding Companies Stock Option Plan as may be applicable to other senior employees his level.

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- (v) Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence.
- (vi) 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 Managing 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, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., of Mr. Aniruddha Bhanuprasad Mehta, as it may deem fit, subject to the overall limits of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director, Company Secretary or CFO of the Company be and is hereby severally 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."

**Item No: 5: To approve reappointment of Mr. H S Venkatesh as an Independent Director 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board, Mr. H S Venkatesh (DIN: 00019437), who holds office as an Independent Director up to June 14, 2025, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from June 15, 2025 up to June 14, 2030.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No: 6: To approve reappointment of Ms. Nicola Neeladri as an Independent Director 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board, Ms. Nicola Neeladri (DIN: 01997936), who holds office as an Independent Director up to June 14, 2025, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from June 15, 2025 up to June 14, 2030.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No: 7: To consider and recommend the appointment of Dr. Raghu Nambiar, as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** the based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Dr. Raghu Nambiar (holding DIN: 07325471), as an Independent Director of the Company, from the date of passing of the Special Resolution through Postal Ballot pursuant to Sections 161 and 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, if any, be and is hereby approved.

**RESOLVED FURTHER THAT** any Director or Company Secretary 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



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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 the Order of the Board of Directors

**For MRO-TEK REALTY LIMITED**

**Prashanth S**

**Company Secretary**

Place: Bangalore

Email ID: [cs@mro-tek.com](mailto:cs@mro-tek.com)

**NOTES:**

1. The Explanatory Statement for the proposed Resolutions pursuant to Section 102 of the Act read with the Rules setting out material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 read with other subsequent circulars issued in this regard, dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on Friday, December 6, 2024 (“**Cut-off Date**”), to be received from Depositories and whose e-mail address is registered with the Depositories / Depository Participants. The Member may note that this Postal Ballot Notice will also be available on the Company’s website, [www.mro-tek.com](http://www.mro-tek.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).
3. In accordance with the MCA circulars, the physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting lu7yp.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date (“**Eligible Members**”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

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5. Eligible Members who have not registered their E-mail IDs, are required to register the same to receive this Postal Ballot Notice and the procedure for remote E-voting along with the login ID and password related details. The Procedure to register E- mail ID are given below:

- (i) 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**.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID.

**6. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.
- (i) The voting period begins at 9.00 a.m. (IST) on Monday, December 16, 2024 and ends at 5.00 p.m. (IST) on Tuesday, January 14, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6<sup>th</sup> December, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) 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.

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Integrating Next Generation Networks

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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

(iii) 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **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 Depository</b>	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.  2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the

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	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<p>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.nsd.com">https://eservices.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</p>

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	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.
Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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**

<b>Login type</b>	<b>Helpdesk details</b>
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

(iv) Login method for Remote e-Voting 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.
- 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,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <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>

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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. <ul style="list-style-type: none"><li>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.</li></ul>
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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant "MRO-TEK Realty Limited" on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively, Non-Individual shareholders are required mandatory 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; [cs@mro-tek.com](mailto:cs@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.



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**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 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 toll free no. 1800 21 09911

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, Marathon Futurex, 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 at toll free no. 1800 21 09911

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**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, setting out all the material facts relating to the resolutions contained in this Postal Ballot Notice, is annexed hereto.

**Item No. 1:**

After careful review and consideration, the Board of Directors of the Company has recommended the proposal to change the name of our Company from "MRO-TEK Realty Limited" to "Umiya Realty Limited". This change is driven by strategic considerations aimed at enhancing the business prospects and aligning our brand with our future growth trajectory.

The Promoters of the Company have been successfully carrying on the business in the realty and infra sector under the brand name 'UMIYA' for over 2 decades in different parts of India and outside of India too. Hence, a brand image has already been established on this space of realty. In order to add the said distinct advantage to the Company, it is thought fit to attach the said brand to the Company.

**Strategic Focus on Real Estate Sector**

The core reason behind the proposed name change is to better reflect the strategic focus on the real estate sector. The name "Umiya" is an established and respected brand in the real estate industry, which your Directors believe will significantly enhance the market presence and credibility. By adopting the name "Umiya Realty Limited", the Company will position itself to capitalize on the brand's strong recognition and reputation, thereby increasing the potential to secure lucrative real estate contracts and projects.

**Potential Increase in Revenue**

Operating under the "Umiya" brand is anticipated to bring substantial benefits. The brand's established market presence and goodwill are expected to attract new business opportunities, partnerships, and clients, thereby driving revenue growth. Furthermore, the existing and potential stakeholders will have a clearer understanding of our business focus and strengths, enhancing our competitive edge in the real estate sector.

The proposed change in name to "Umiya Realty Limited" reflects the commitment to expanding and strengthening the position in the real estate market, while the wholly owned subsidiary, MRO-TEK Private Limited, will continue to drive our technology business. Your Directors believe this strategic move will enhance the overall business

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prospects and lead to increased shareholder value.

The Board recommends a Special Resolution set out in Item No. 1 of the Notice for approval by the Shareholders.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) is concerned or interested in the proposed resolution.

**Item No. 2:**

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to Section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members.

The Company requires additional funding to support its ongoing and Upcoming projects, finance strategic initiatives, and fund growth opportunities. By authorizing the Board of Directors to obtain loans or borrow funds up to the specified limit, the Company will be facilitated to have access to the necessary financial resources to meet its capital requirements effectively. Your Board felt that the earlier limits are not adequate and needs enhancement and after careful evaluation, accordingly the resolution has been proposed to increase the powers of borrowings up to Rs. 200.00 Crores.

Further, as per Section 180(1) (a), the approval of the Shareholders is sought to hypothecate, mortgage, create charge on the assets of the Company to facilitate the above borrowings.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the Shareholders.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) is concerned or interested in the proposed resolution.

**Item No. 3:**

As per the provisions of Section 188 of the Act, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through an Ordinary Resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the SEBI Listing Regulations.

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SEBI has notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022. Pursuant to the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as “related party transactions”, and as “material related party transactions”, if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, such material related transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

The Company may be required to enter in to contracts and / or transactions and / or arrangements, as stated below, during the calendar year January to December 2025. These transactions, during the calendar year January to December 2025, between the Company and related party of the Company on the other side, may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations. All these transactions will be executed at an arm’s length basis and in the ordinary course of business of the Company / or its subsidiaries and have been approved by the Audit committee and the Board of Directors at their respective meetings.

In view of the above, approval of the Members is sought for the following transactions:

**A) Transactions between the Company with its related party**

a)	Name of Related Party	Umiya Builders and Developers
b)	Name of the Director(s) or Key Managerial Personnel(s) who is related, if any	Mr. Aniruddha Bhanuprasad Mehta, Managing Director Mrs. Gauri Aniruddha Mehta, Director
c)	Nature of Relationship	Proprietor of Messrs. Umiya Builders and Developers
d)	Justification for why the proposed transaction is in the interest of the Company	i) Acquisition of property in the same premises where the Company already has its properties which are leased out/being leased out and which generate rental revenue. ii) Messrs. Umiya Builders and Developers being the Joint Development Partner and the Company having been involved in the process of establishing

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		the premises, reliability on the quality of the property is fully validated. iii) One of the main objects of the Company being related to Realty Space and offer to acquire a property in one of the most enviable locations in the city of Bangalore and on the way to Bangalore International Airport, will only enhance the overall value of the Company.
e)	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Purchase and sale of property with a monetary value up to Rs. 100 Crores
f)	Any other information relevant or important for the Decision on the proposed resolution	NA
g)	Period	January to December 2025

**With respect to the above matter, the Members are requested to note the following disclosure of interest between the Company with its related parties:**

Sr. No.	Name of the Related Parties of the Company	Nature of Concern or Interest
1	Umiya Builders and Developers	Mr. Aniruddha Bhanuprasad Mehta, Managing Director Mrs. Gauri Aniruddha Mehta, Director

Except the above Directors, Promoters and their Relatives, none of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the ordinary resolution set out at item no. 3.

Your Directors recommend the passing of the ordinary resolution set out at item no. 3 of the accompanying Postal Ballot Notice, for the approval of the Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party shall vote to approve the Ordinary Resolution in item no. 3 of the accompanying Postal Ballot Notice.

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**Item No. 4:**

Shareholders may note that the Company has earned profit for the previous financial year 2023-24 and the real-estate income has already substantially increased for the financial year 2024-25 till date. Further, the Company already initiated new Real-estate projects and it is expected to enhance real-estate income. Taking into consideration the duties and responsibilities of the Mr. Aniruddha B Mehta, Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board after careful consideration, decided to propose increase in remuneration to Mr. Aniruddha B Mehta, Chairman and Managing Director for a period of 3 years with effect from 22<sup>nd</sup> May, 2024 to 21<sup>st</sup> May, 2027.

The terms of proposed remuneration are described in the Resolution itself.

The Board recommends Special Resolution set out in Item No. 4 of the Notice for approval by the Shareholders.

The disclosures as required under Section II of Part II of Schedule V of the Companies Act, 2013 as attached herewith as Annexure B to this Notice

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other than Mr. Aniruddha B Mehta himself and Mrs. Gauri Aniruddha Mehta, none of the other Directors, Key Managerial Personnel or their Relatives is concerned or interested in the proposed Resolution as set out in item no. 4 of this notice.

**Item No. 5:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on May 16, 2024 re-appointed Mr. H S Venkatesh (holding DIN:01776040) as Independent Director for his second term.

Pursuant to Section 149 of the Act, prior approval of the Members of the Company is required to re-appoint Mr. H S Venkatesh (holding DIN: 01776040) as an Independent Director of the Company. A brief profile and other details have been provided in the notes.

In terms of provisions of Section 152 of the Act, he is not liable to retire by rotation. The brief profile is furnished in the table enclosed herein.

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Mr. H S Venkatesh has given his consent to act as Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets 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, he is not disqualified under the provisions of Section 164 of the Act. Also, in terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The draft letter of appointment containing the terms and conditions of the appointment of Mr. H S Venkatesh as Non-Executive, Independent Director are available for inspection by the Members at the Registered Office of the Company on any working day during working hours.

Mr. H S Venkatesh does not hold any equity shares in the Company. He is not related to any of the Directors of the Company. The directorships held by him are within the limits prescribed under Section 165 of the Act.

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

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

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

**Item No. 6:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on May 16, 2024 re-appointed Mrs. Nicola Neeladri (holding DIN:01997936) as Independent Director for her second term.

Pursuant to Section 149 of the Act, prior approval of the Members of the Company is required to re-appoint Mrs. Nicola Neeladri (holding DIN: 01997936) as an Independent Director of the Company. A brief profile and other details have been provided in the notes.

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

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Mrs. Nicola Neeladri has given her consents to act as Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that she meets 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 letter of appointment containing the terms and conditions of the appointment of Mrs. Nicola Neeladri as Non-Executive, Independent Director is available for inspection by the Members at the Registered Office of the Company on any working day during working hours.

Mrs. Nicola Neeladri 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 are within the limits prescribed under Section 165 of the Act.

The disclosures relating to Mrs. Nicola Neeladri, 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 A to the Notice.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Nicola Neeladri as an Independent Director. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 6 for approval by the Members.

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

**Item No. 7:**

The Board of Directors is seeking to appoint Dr. Raghu Nambiar as a Director of the Company. It is important to address the prior rejection of this appointment by shareholders during the 40<sup>th</sup> Annual General Meeting (AGM). This explanatory statement aims to provide transparency regarding the earlier rejection and the subsequent decision by the Board and the Nomination and Remuneration Committee (NRC) to reconsider this appointment.

Following the AGM, the Nomination and Remuneration Committee (NRC) has undertaken a comprehensive



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review of Dr. Raghu Nambiar's qualifications and contributions to the Company. The committee found that he possesses relevant skills and experience which align with the strategic goals of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board believes that Dr. Raghu Nambiar's expertise will provide valuable insights and strengthen the Board's decision-making capabilities. The Board is committed to maintaining open communication with shareholders and values their input in the governance process. Your Board believes that appointing Dr. Raghu Nambiar will enhance the ability to meet the expectations of all stakeholders.

In the light of the likely benefits which your Company may derive, the Board of Directors at its Meeting held on 13<sup>th</sup> November, 2024, proposed to appoint Dr. Raghu Nambiar (holding DIN: 07325471), as an Independent Director of the Company, subject to approval of the shareholders.

Further, 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 Dr. Raghu Nambiar as an Independent Director of the Company for his 2<sup>nd</sup> term to hold office for 5 (five) years starting from the date of passing of this Resolution.

The Board recommends the appointment of Dr. Raghu Nambiar as an Independent Director of the Company for the approval of the Shareholders.

Dr. Raghu Nambiar has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 read with Listing Regulations. Further, as per the declaration received by the Company, he is not disqualified under the provisions of Section 164 of the Act. Also, in terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Brief Profile of DR. RAGHU NAMBIAR (Holding DIN- 07325471) is as mentioned below:

Dr. Raghu Nambiar is a dynamic Professional [Ph.D. (Computer Engineering); M.E. (Electrical Engineering), B.Sc. (Phys., Chem., Maths.)]; having more than 40 years of in-depth multi-dimensional proven track record, with entrepreneurial experience, in large-sized Business undertaking, Mid-sized Companies manufacturing pharmaceutical sector, Continuous process Industry with Foreign collaborations, Global company manufacturing Products and Healthcare Companies.

**MRO-TEK REALTY LIMITED**

**CIN: L28112KA1984PLC005873**

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

Website: www.mro-tek.com, Phone: 080-29911217

Email ID: info@mro-tek.com



Research Experience: -

- Researched, developed and implemented algorithms for an imaging processing library
- Developed new algorithms for multimodal optimisation problems combining stochastic learning automata, genetic algorithms and simulated annealing.

Books Publications: -

- Learning Algorithms: Theory and Applications in Signal Processing, Control and Communications, Phil Mars, J.R.Chen and Raghu Nambiar, CRC Press, 1996.

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

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

Except Dr. Raghu Nambiar, 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 resolution set out at Item No.7.

By Order of the Board of Directors

**For MRO-TEK REALTY LIMITED**

**Prashanth S**

**Company Secretary**

**Membership No.: A74389**

**Date: December 11, 2024**

**Email: cs@mro-tek.com**

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**Annexure A**

<b>Name</b>	<b>Mr. H S Venkatesh</b>	<b>Mrs. Nicola Neeladri</b>	<b>Dr. Raghu Nambiar</b>
Date of Birth	2 <sup>nd</sup> December, 1955	1 <sup>st</sup> January, 1978	30 <sup>th</sup> January, 1964
Effective date of Appointment	June 15, 2020	June 15, 2020	22.05.2019
DIN	01776040	01997936	07325471
Date of Appointment/ Reappointment	15.06.2025	15.06.2025	From the date of passing of the Special Resolution (Item no. 7)
Expertise in specific functional areas	He has more than 40 years of experience in Finance, Payable, Receivables, Funds management, Statutory compliances. Further, having experience of more than 16years in Audit, Statutory, Internal Audit, Risk Assurance Audits and reporting directly to the Management and Cash Flow Management which were under Financial Stress.	She is an internationally trained and certified, highly-skilled professional with 15 years of experience in the beauty industry. Her career as a freelance Makeup Artist includes print and runway work with professional models, designers, photographers and celebrities. She has extensive experience in Business administration.	Professional [Ph.D. (Computer Engineering); M.E. (Electrical Engineering), having more than 40 years proven track record

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Qualification	Chartered Accountant	Graduate in Arts from Bangalore University	Ph.D. (Computer Engineering), M.E. (Electrical Engineering), B.Sc. (Phy., Chem., Maths.)
Current Remuneration	NA	NA	NA
Details of Remuneration sought to be paid	NA	NA	NA
Date of appointment on the Board	15/06/2020	15/06/2020	22/05/2019
Key terms and conditions of appointment	Reappointed for a second term as an independent director for a period of 5 years.	Reappointed for a second term as an independent director for a period of 5 years.	Reappointed for a second term as an independent director for a period of 5 years.
Number of Shares held in the equity capital of the company	NIL	NIL	NIL
Directorship held in other Public and Private Companies	Bal Pharma Limited	1. Bal Pharma Limited 2. ISG Novasoft Technologies Limited 3. Red Sun Diamonds Impex Private Limited 4. Red Sun Information Technologies Private Limited	Stradus India Services Private Limited

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Committee Memberships	Audit Committee Stakeholders' Relationship committee	Nomination and Remuneration Committee Stakeholders' Relationship committee	NIL
Relationship with other Directors and KMP's	Mr. H S Venkatesh is not related to any Directors of the Company	Mrs. Nicola Neeladri is not related to any Directors of the Company	Dr. Raghu Nambiar is not related to any Directors of the Company

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**ANNEXURE B**

- i. The payment of remuneration was approved by the Nomination and Remuneration Committee and by the Board of Directors at their meetings held on 16<sup>th</sup> May, 2024.
- ii. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon or preference shares and dividend on preference shares for continuous period of thirty days in the preceding financial year before the date of his appointment.
- iii. Other particulars:

**I. GENERAL INFORMATION**

1. Nature of Industry	1. Communication and Networking 2. Real-estate
2. Date or expected date of commencement of commercial production	10.02.1984
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institute appearing in the prospectus	NA
5. Financial performance based on given indicators	In the financial year 2023-24, the Company made a turnover of Rs. 4,277.20 lakhs and Profit of Rs. 360.12 Lakhs.
6. Foreign investments or collaborators, if any	NA

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**II. INFORMATION ABOUT THE APPOINTEE**

<b>PARTICULARS</b>	Mr. Aniruddha Bhanuprasad Mehta  (DIN- 00720504)
1. Background details	The Company has stabilized its business operations and widened the scope under his leadership in the last 8 years.
2. Past Remuneration	Rs 84,00,000/-
3. Recognition or awards	NA
4. Job profile and his suitability	Mr. Aniruddha Mehta, a born entrepreneur and a visionary leader, has been the iconic figure behind the success of the Umiya Group. He possesses a wide range of expertise and special skills instrumental in building a company committed to develop quality projects with sheer passion, diligence and a burning desire to achieve excellence.
5. Remuneration proposed	Rs.2,00,00,000
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Mr. Aniruddha Mehta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

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7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Aniruddha Mehta does not have any pecuniary relationship directly or indirectly with the Company or with the other Managerial Personnel except to the extent of remuneration payable to him and he holds 4138849 Equity Shares. Further, Mrs. Gauri Aniruddha Mehta, Non-executive Director of the company is the wife of Mr. Aniruddha Bhanuprasad Mehta.
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**III. OTHER INFORMATION**

1. Reason of loss or inadequate profits	The performance of the Company for the year under review has been improved and has been earning profits.
2. Steps taken or proposed to be taken for improvements	New product introduction, increase in customer base and undertaking more profitable real-estate projects.
3. Expected increase in productivity and profits in measurable terms	The management has adopted focused and aggressive business strategies in all spheres of functions to improve the turnover and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability.