MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY 27 JUNE 2012, AT HOTEL WOODLANDS, SRI KRISHNA HALL, RAJA RAM MOHAN ROY ROAD, BANGALORE – 560 025 AT 11.00 HOURS

S.Narayanan, Chairman of the Company occupied the Chair.

The Chairman, after verification, declared that the quorum was present and the meeting was called to order. He conveyed that the statutory registers were available for inspection.

The Chairman, after welcoming all the members, delivered his speech.

With the permission of the members, the Notice convening the Meeting was taken as read.

The businesses, listed in the Notice, were then taken up for consideration.

1. With the permission of the members, the audited Balance Sheet as at 31 March 2012, Profit and Loss account for the year ended that date, the Directors' Report & Management Discussion Analysis and Note on Corporate Governance, were taken as read. The Auditors Report was read by the Company Secretary.

   A few shareholders raised certain questions which were answered to the satisfaction of the members.

   Duly proposed by Sri R J Nandakumar and seconded by Sri M R Ravindranath, the following resolution was passed unanimously as an ordinary resolution:

   "RESOLVED that, the audited Balance Sheet as at 31 March 2012, Profit and Loss account for the year ended that date, and the report of the Auditors, Directors Report and Management Discussion Analysis and Note on Corporate Governance thereon, be and are hereby adopted".

2. Duly proposed by Sri N Lakshmikantha and seconded by Sri R Ranganatha Iyengar, the following resolution was passed unanimously as an ordinary resolution:

   "RESOLVED that, N Sivaram be and is hereby re-appointed as a Director of the Company".

   Sri N Sivaram thanked the members for the re-election.

3. Duly proposed by Sri N S Santhanakrishna and seconded by Sri R J Nandakumar, the following resolution was passed unanimously as an ordinary resolution:

   "RESOLVED that, A Murali, be and is hereby re-appointed as a Director of the Company".

   Sri A Murali thanked the members for the re-election.

4. Duly proposed by Sri M R Ravindranath, and seconded by Sri N Lakshmikanth, the following resolution was passed unanimously as an ordinary resolution:

   "RESOLVED that, M/s Narayanan, Patil & Ramesh, Chartered Accountants, Bangalore be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be finalized by the Audit Committee and the Board of Directors".

The Chairman thanked all the members for their showing interest in the operations of the Company, taking time to attend the meeting and co-operating for smooth conduct of the same.

The meeting concluded with a vote of thanks to the Chair.

For MRO-TEK LIMITED

Sd/
S.Narayanan
Chairman

Place: Bangalore
Date : 27 June 2012

CERTIFIED TRUE COPY

R. Ramaswamy
Company Secretary

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