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DUTCH ACCREDITATION COUNCIL RvA

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RvA C 375
DUTCH ACCREDITATION COUNCIL RvA

MROTEK®
Integrating Next Generation Networks

MRO:FS:15-16:167
25th September 2015

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Fax No.022-2659 8237/38

Bombay Stock Exchange Limited
PJ Towers, Dalal Street,Fort,
Mumbai – 400 001

Fax No.022-2272 2082/3132

Dear Sirs,

Sub: Scrutinizers Report on E-Voting and Polling taken during AGM held on 23rd September, 2015.

We hereby submit the Poll Report, on the polling taken during our Annual General Meeting which was held on 23rd September, 2015 given by our Scrutinizer – Mr.Parameshwar Bhat.

Kindly treat this as Compliance with the Listing Agreement.

Yours faithfully,
for MRO-TEK Limited

MRO-TEK LIMITED ★ BANGALORE ★

Company Secretary & Compliance Officer

Scrip Code:	
NSE	**: MRO-TEK**
BSE	**: 532376**
Demat ISIN	**: INE398B01018**

MRO-TEK LIMITED
Registered & Corporate Office
Bellary Road, Hebbal,
Bangalore - 560 024. INDIA
Ph : 91 80 23332951 Fax : 91 80 23333415
Email : info@mro-tek.com

CIN No. L28112KA1984PLC005873
Delhi Office :
210, Gadore House, 51-52, Nehru Place,
New Delhi – 110019
Ph : 011 2642 4849, 2644 9164 / 65
Fax : 011 46563910

Mumbai Office :
Flat No.2313, Bldg. No.48,
Gandhi Nagar, Bandra (East),
Mumbai – 400051
Ph : 022 26407311

www.mro-tek.com

NAME: **MRO-TEK LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM	**23-09-2015**				
B	BOOK CLOSURE DATE	**20-09-2015** TO **22-09-2015** (BOTH DAYS INCLUSIVE)				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	**15731**				
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	**49**				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	**6**	**0**	**6**	**7410056**	**39.65862**
	PUBLIC	**42**	**1**	**43**	**104198**	**0.55767**
	TOTAL	**48**	**1**	**49**	**7514254**	**40.21629**
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					

MRO TEK LIMITED BANGALORE

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MRO-TEK LIMITED-23/09/2015-BENGALURU

Sebi Poll Report - E-Voting & Physical

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
1	Public – Institutional Holders	3500						
1	Public-Others	11271046	230819	2.0479	230599	99.9046	220	0.0953
	Total	18684602	7640875	40.894	7640655	99.9971	220	0.0029
2	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
2	Public – Institutional Holders	3500						
2	Public-Others	11271046	230819	2.0479	229249	99.3198	1570	0.6801
	Total	18684602	7640875	40.894	7639305	99.9795	1570	0.0205
3	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
3	Public – Institutional Holders	3500						
3	Public-Others	11271046	230819	2.0479	227249	98.4533	3570	1.5466
	Total	18684602	7640875	40.894	7637305	99.9533	3570	0.0467
4	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
4	Public – Institutional Holders	3500						
4	Public-Others	11271046	230819	2.0479	230549	99.883	270	0.1169
	Total	18684602	7640875	40.894	7640605	99.9965	270	0.0035
5	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
5	Public – Institutional Holders	3500						
5	Public-Others	11271046	230819	2.0479	228549	99.0165	2270	0.9834
	Total	18684602	7640875	40.894	7638605	99.9703	2270	0.0297
6	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
6	Public – Institutional Holders	3500						
6	Public-Others	11271046	230819	2.0479	229548	99.4493	1271	0.5506
	Total	18684602	7640875	40.894	7639604	99.9834	1271	0.0166
7	Promoter and Promoter Group	7410056	7410056	100	7410056	100		
7	Public – Institutional Holders	3500						
7	Public-Others	11271046	230819	2.0479	228548	99.0161	2271	0.9838
	Total	18684602	7640875	40.894	7638604	99.9703	2271	0.0297

MRO-TEK LIMITED
BANGALORE

PARAMESHWAR G. BHAT
B.Com., LLB, ML, MBA, ACS
Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : parameshwar@vjkt.in
parameshwar.g.bhat@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. S Narayanan
Chairman and Managing Director
MRO-TEK Limited
Bellary Road, Hebbal
Bangalore – 560 024

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (ACS No 25167, CP No 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560 080 was duly appointed as Scrutinizer by MRO-TEK Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Form at the 31st Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Thirty First Annual General Meeting of the Members of the Company held on 23rd September, 2015. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 31st Annual General Meeting of the Company, based on the report provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration)

Parameshwar G. Bhat Company Secretary ACS - 25167 CP - 11004 Bangalore

Rules, 2014, as amended, the e-voting was kept open for three days from 20th September, 2015 (9.00 A.M. IST) till 22nd September, 2015 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding equity shares as on the "cut-off date" i.e. 16th September, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 31st Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

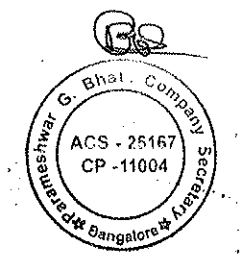
At the end of the voting period on 22nd September, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith. The votes casts were unblocked on 23rd September, 2015, in the presence of Ms. Asha Hegde and Mr. Ganapati Hegde, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia,* the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Karvy Computershare Private Limited (Karvy) i.e https://evoting.karvy.com and based on such reports,

a. 21 members have cast their votes through remote e-voting.

b. 31 members have cast their votes through Ballot Form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended 31st March, 2015:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	20	7585703	27	54952	47	7640655	99.99
Dissent	01	150	02	70	03	220	0.01
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid	Nil	NA	02	15	02	15	NA

Item No. 2: Appointment of Mr. S Narayanan, Chairman and Managing Director who retires by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	20	7585703	23	53602	43	7639305	99.98
Dissent	01	150	06	1420	07	1570	0.02
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid	Nil	NA	02	15	02	15	NA

Parameshwar G. Bhat . Company Secretary ACS - 25167 CP -11004 Bangalore

Item No. 3: Appointment of Mr. H. Nandi, Managing Director who retires by rotation:

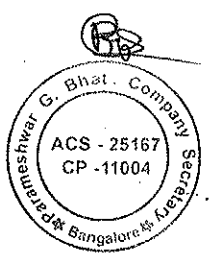
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	7583703	23	53602	42	7637305	99.95
Dissent	02	2150	06	1420	08	3570	0.05
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid	Nil	NA	02	15	02	15	NA

Item No.4: Appointment of Messrs SINGHVI, DEV & UNNI, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	20	7585703	26	54902	46	7640605	99.99
Dissent	01	150	03	120	04	270	0.01
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid	Nil	NA	02	15	02	15	NA



SPECIAL BUSINESS:

Item No. 5: Appointment of Mrs. Sunanda Nag as Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	7583703	26	54902	45	7638605	99.97
Dissent	02	2150	03	120	05	2270	0.03
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid	Nil	NA	02	15	02	15	NA

Item No. 6: Appointment of Mr. N. K Rajasekharan as Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	7585702	24	53902	43	7639604	99.98
Dissent	02	151	05	1120	07	1271	0.02
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid	Nil	NA	02	15	02	15	NA

Parameshwar G. Bhat, Company Secretary
ACS - 25167
CP -11004
Bangalore

Item No. 7: Appointment of Mrs. Sunanda Nag as Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage of total Valid Votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	18	7583702	26	54902	44	7638604	99.97
Dissent	03	2151	03	120	06	2271	0.03
Total	21	7585853	29	55022	50	7640875	100.00
Abstained/ Invalid			02	15	02	15	NA

Based on the foregoing, the resolution numbers from 01 to 07 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You

Yours Sincerely,

Parameshwar G Bhat
Practising Company Secretary
Membership No: ACS 25167
C.P. No: 11004

Parameshwar G. Bhat, Company Secretary, ACS - 25167, CP -11004, Bangalore

Date: 25.09.2015

Witness:

1. Asha Hegde

2. Ganapati Hegde