MRO-TEK LIMITED

CIN: L28112KA1984PLC005873
Registered Office: Bellary Road, Hebbal, Bangalore, Karnataka– 560024
Phone: 080-23332951, Fax: 080-23333415, email id: info@mro-tek.com,
website: www.mro-tek.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at 10 a.m. on Monday, the 10th day November, 2014 at Karnataka State Billiards Association, No. 5/1, Miller Tank Bed Area, Jasma Bhawan Road, Vasanth Nagar, Bangalore – 560 052 to transact the following business:

SPECIAL BUSINESS:

1. To consider, and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT Messrs Singhvi, Dev & Unni, Chartered Accountants, with registration number 003867S, be and are hereby appointed as Statutory Auditors of the Company in place of Messrs NSVM & Associates, Chartered Accountants who have indicated their inability to act as Statutory Auditors of the Company, to hold office from the conclusion of this Extra Ordinary General Meeting until the conclusion of the next Annual General Meeting and authorise the Board to fix their remuneration."

By Order of the Board

Place: Bangalore
Date: 16th October, 2014

H Nandi
Managing Director

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote instead of himself/herself and the proxy appointed need not be a member. The duly filled in proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 1 is annexed herewith.
3. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Pvt. Limited ('Karvy').

   The instructions for e-Voting are as under:

   (i) Open your web browser during the voting period and navigate to https://evoting.karvy.com.

   (ii) Enter the login credentials [i.e., user id and password mentioned in the Attendance Slip of the Notice of this EGM or as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail IDs]. Your Folio No/DP ID Client ID will be your user ID.

   (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

   (iv) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   (v) You need to login again with the new credentials.

   (vi) On successful login, the system will prompt you to select the EVENT i.e., MRO-TEK Limited.

   (vii) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST' for voting. Enter the number of Shares (which represents number of votes) as on the cutoff date under 'FOR/AGAINST' or alternately you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed the total share holding. You may also choose the option 'ABSTAIN'.

   (viii) Cast your vote by selecting an appropriate option and 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.

   (ix) Once you 'CONFIRM', you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution. (x) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to grd@mro-tek.com; with a copy marked to evoting@karvy.com.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download Section of http://evoting.karvy.com or contact Karvy Computershare Private. Limited. at Tel No. 1800 345 4001 (toll free).

3. The Company has appointed Mr. Parameshwar G. Bhat, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three(3) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the EGM proceedings.
4. The voting rights of Shareholders shall be in proportion to their Shares of the paid up Equity Share Capital of the Company as on the cut-off date (record date) of 17th October, 2014.
5. The e-Voting period commences at 9.00 A.M. on, Tuesday, 4th November, 2014 and ends at 6.00 P.M. on Thursday, 6th November, 2014. 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 17th October, 2014 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the Vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The Results of the e-voting will be declared on or before the date of the EGM i.e. Monday, 10th November, 2014. The declared Results, along with the Scrutinizer's Report will be available on the Company's website www.mro-tek.com and on the website of Karvy; such Results will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed.
8. In case of joint members attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., to the Scrutinizer through e-mail at parameshwar@vjkt.in OR parameshwar.g.bhat@gmail.com, with a copy marked to varghese@karvy.com. File naming convention should be 'Corporate Name EVSN.' The documents should reach the Scrutinizer on or before the close of working hours on 6th November, 2014.
10. In case a Member receives physical copy of the Notice of EGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy) in the permitted mode:

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
XXXXXXX	XXXXXXX	XXXXXXXX

(i) Initial password as below is given in the attendance slip for the EGM.

(ii) Please follow all steps from Sl. No. 3(1) (i) to 3(5) above to cast your vote.

By Order of the Board

Place: Bangalore
Date: 16th October, 2014

H Nandi
Managing Director

ANNEXURE TO THE NOTICE

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

Item No. 1:

At the recently held Annual General Meeting of the Company on 17th September, 2014, Messrs NSVM & Associates, Chartered Accountants, Bangalore were appointed as Statutory Auditors of the Company. However, they have expressed their inability to undertake the Audit due to inadequacy of trained resources.

It is proposed to appoint Messrs Singhvi, Dev & Unni, Chartered Accountants, as Statutory Auditors of the Company for the year 2014-15 in place of Messrs NSVM & Associates, Chartered Accountants, Bangalore. The Company has received a communication from a Shareholder proposing Messrs Singhvi, Dev & Unni, Chartered Accountants, as Statutory Auditors of the Company.

Messrs Singhvi, Dev & Unni, Chartered Accountants have indicated that they are eligible to act as the Statutory Auditors.

Based on the recommendation of the Audit Committee, your Board has considered this subject at the Meeting held on 16th October, 2014.

The resolution set out in the Notice is recommended for the approval of the shareholders.

None of the Directors/Key Managerial Personnel is interested/concerned in the resolution.

By Order of the Board

Place: Bangalore
Date: 16th October, 2014

H Nandi
Managing Director

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PROXY FORM

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP/ID:

I/We, being the member (s) of ……. shares of the above named company, hereby appoint

(1) Name:_____Address:_____
E-mail id:_____Signature:_____or failing him;

(2) Name:_____Address:_____
E-mail id:_____Signature:_____or failing him;

(3) Name:_____Address:_____
E-mail id:_____Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting to be held on 10th November, 2014 at 10 a.m. at Karnataka State Billiards Association, No. 5/1, Miller Tank Bed Area, Jasma Bhawan Road, Vasanth Nagar, Bangalore – 560 052 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
SPECIAL BUSINESS			
1.	Appointment of Messrs Singhvi, Dev & Unni, Chartered Accountants as Statutory Auditors of the Company in place of Messrs NSVM & Associates, Chartered Accountants.		

Signed this…… day of…….. 2014

Affix Re.0.15 Revenue Stamp

Signature of shareholder ……

Signature of Proxy holder(s) ……..

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Extra Ordinary General Meeting.
3. It is optional to put a '√" in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.