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RvA C 375
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MROTEK®
Integrating Next Generatio n Networks

MRO:FS:15-16:218
18th November, 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 3121

Dear Sirs,

Sub: Postal Ballot Notice – regarding.
Ref :- Our Letter Reference No. MRO:FS:15-16:214 dated 4th November, 2015.

Further to our intimation letter dated 4th November, 2015, we are hereby enclosing three copies of the Postal Ballot Notice dated 10th November, 2015 along with Explanatory Statement and Postal Ballot Form with instructions for your reference.

Kindly acknowledge and treat the same as Compliance under Clause 35B of the Listing Agreement.

Yours faithfully,
for MRO-TEK Limited

MRO TEK LIMITED ★ BANGALORE ★

M.D.Muralidharan
Company Secretary and Compliance Officer.

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

CC :- 1. National Securities Depository Ltd
2. Central Depository Services (India) Ltd

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

MRO-TEK LIMITED
CIN: L28112KA1984PLC005873
Registered Office: Bellary Road, Hebbal, Bangalore – 560 024
Telephone: 080-23332951 Email: grd@mro-tek.com
Web: www.mro-tek.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To
The members of MRO-TEK Limited

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

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

SPECIAL BUSINESS:

1. Entering into Joint Venture including the joint development of the properties:

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

"RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180 (1)(a) of the Companies Act, 2013 to enter in to suitable Joint Venture Arrangement with any reputed Business House to be finalised after careful negotiation on all the terms and conditions and that such Arrangement may include development of the properties of the Company in any manner including, but not limited to, the Company acting as Joint Developer along with the Business House or lease or sell, or dispose off, the whole or substantially whole or part of the undertakings of the Company, situated wherever, along with the appurtenants thereto.

MRO-TEK LIMITED BANGALORE

FURTHER RESOLVED THAT Mr. S Narayanan , Chairman & Managing Director and Mr. H Nandi, Managing Director of the Company, be and are hereby jointly and severally authorized to take all such actions and steps as may be deemed necessary in this connection including executing and signing any agreement."

By the order of the Board
For MRO-TEK Limited

H. Nandi
Managing Director
DIN: 00038102

Date: 10th November, 2015
Place: Bangalore

Notes:

1. A copy of this notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Postal Ballot Rules"), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure – A ("the Explanatory Statement").

3. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on 6th November, 2015.

4. The Board of Directors of the Company ("the Board") at its meeting held on 4th November, 2015 appointed Mr. Vijayakrishna KT, Practising Company Secretary as the 'Scrutinizer' for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner ("the Scrutinizer"). The Scrutinizer's address is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore 560 080.

5. The Shareholders are requested to carefully read the instructions printed at the end of the Notice and either: (a) return the form duly completed in the attached self-addressed pre-paid postage envelope ("the Envelope"); or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer on or before 20th December, 2015.

6. The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in the following newspapers: (i) at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and (ii) at least one English newspaper in English language having a wide circulation in that district.

7. The Shareholders are requested to exercise their voting rights by either using the attached postal ballot form (no other form or photocopy of the postal ballot form is permitted) or through e-voting.

8. Only a Shareholder who is entitled to vote is entitled to exercise his/ her vote through the postal ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on 6th November, 2015, and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.

9. The Scrutinizer will submit his report to Chairman and Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of postal ballot forms received but not later than seven days from the last date of receipt of all postal ballot forms.

10. The results of voting by postal ballot will be announced at 4.00 p.m. IST on 22nd December 2015 at the registered office of the Company. Additionally, the result will be posted on Company's website: www.mro-tek.com, and will be communicated to the BSE and the NSE. The date of declaration of the results of the postal ballot voting process will be taken to be the date of passing of the Special Resolution.

11. Shareholders who wish to seek a duplicate ballot form may approach Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabd -50032, fill in the details or can send mail to einward.ris@karvy.com.and send the same to the Scrutinizer.

12. Please note that any postal ballot form(s) received after the last date (i.e. 20th December, 2015) will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.

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

ANNEXURE TO THE NOTICE

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

Item No. 1:

Perhaps the Shareholders are aware that the Board, in its Meeting held on 19th February, 2015 after careful and in depth deliberations, in order to tide-over the present situation of concern, had authorized, that needful action be initiated for identifying suitable rented premise/s for housing the Corporate Office and the manufacturing facility of the Company, and also for disposal of landed property (together with appurtenants thereto) situated at Hebbal and Electronic City. This was duly intimated to the Stock Exchanges.

The operations of the Company in the past 7-8 months are relentlessly monitored by your Directors. The Directors, with great concern, have evaluated the continued cash losses, liquidity crunch being faced and the lending institutions not being inclined to extend any financial assistance leading to a very challenging and tough situation in terms of meeting day to day operational expenditures. Efforts are being infused to mitigate these challenges; however, given the current economic and business scenario, the chances of achieving cash break even status seemsto be grim.

Considering the above circumstances, your Directors have reviewed the option of utilizing the idle asset namely properties owned by the Company. In this connection, the Directors have proposed the possibilities of entering in to Joint Venture with any other Business House who could be interested in any kind of arrangement wherein the Company's contribution can be by way of property and the cash infusion be undertaken by such Business House.

The Directors are of the strong belief that the above proposal is in the best interest of the Company and of the Shareholders.

MRO TEK LIMITED * BANGALORE *

The Board of Directors recommends the passing of the Special Resolution contained in Item no. 1 of the accompanying Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, is concerned or interested in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By the order of the Board
For MRO-Tek Limited

Date: 10th November, 2015
Place: Bangalore

TEK LIMITED ★ BANGALORE

H. Nandi
Managing Director
DIN: 00038102

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

MROTEK
Enterprising Host Connection Networks

MRO-TEK LIMITED

CIN: L28112KA1984PLC005873

Registered Office: Bellary Road, Hebbal, Bangalore – 560 024

Telephone: 080-23332951 Email: grd@mro-tek.com Web: www.mro-tek.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole/First Joint shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* (*Applicable to investors holding shares in demat form) :

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for Resolution stated in the Postal Ballot Notice of the Company dated 10th November, 2015, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Entering into Joint Venture including the joint development of the properties			

Place :
Date :

Signature of the Sole / First Joint Holder

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on 21st November, 2015 at 9:00 AM (start date) and ends on 20th December, 2015 at 5:00 PM (end date).
4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at Hebbal, Bangalore – 560024, India, on **22nd December, 2015 at 4 PM onwards.**
5. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Karvy Computershare Pvt. Limited, Karvy Selenium Tower B, Plot number 31 & 32 , Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at above.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: Company Secretary & Compliance Officer, - Hebbal, Bangalore – 560024. Phone: 080-23332951 email: grd@mro-tek.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

g) A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.

h) The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.

i) The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.

j) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 pm on 20th December, 2015. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.

k) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

l) Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.

m) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.

n) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.mro-tek.com) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.

o) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.

p) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR VOTING THROUGH ELECTORNIC MODE

The instructions for Members for e-voting are as under:

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

a. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User-ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- • Even followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons.

b. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

c. Members can cast their vote online from 21st November 2015 @ 9.00 AM to 20th December, 2015 @ 5.00 P.M.

d. After entering these details appropriately, click on "LOGIN".

e. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(i) You need to login again with the new credentials
(ii) Select "EVENT" i.e MRO-TEK Limited
(iii) Now you are ready for e-voting as Cast Vote page opens
(iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. (v) Upon confirmation, the message "Vote cast successfully" will be displayed

f) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN.

g) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail vijaykt@vjkt.in with a copy marked To evoting@karvy.com . The file scanned image of the Board Resolution/Authority letter etc. should be in the naming format "Corporate Name - Event Number". In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting@karvy.com or contact Karvy at the following Telephone No: 04067162222.