

SOLUTIONS  
FOR A CONNECTED  
WORLD



ANNUAL REPORT  
2011- 2012



## BOARD OF DIRECTORS

S. Narayanan	Chairman & Managing Director
H. Nandi	Managing Director
R. Rajagopalan	Director
A. Mohan Rao	Director
N. Sivaram	Director
A. Murali	Director
R. Ramaswamy	CFO & Company Secretary

### Registered office

Bellary Road  
Hebbal  
Bangalore - 560 024  
Ph : (91) (80) 2333 2951

### Manufacturing Unit

29-B, Electronic City  
Hosur Road, Bangalore - 560 100  
Ph : (91) (80) 2852 0544

### Marketing Offices

1st Floor  
Lavlesh Court  
Varde Marg, Bandra (West)  
Mumbai - 400 050  
Ph : (91) (22) 2640 7311

Flat # 818, 8<sup>th</sup> Floor,  
International Trade Tower  
Nehru Place, New Delhi - 110 019  
Ph : (91) (11) 2642 4849

### Bankers

State Bank of India  
Canara Bank

### Statutory Auditors

Narayanan, Patil & Ramesh  
Chartered Accountants  
1101, World Trade Centre,  
Malleshwaram,  
Bangalore - 560055

### Internal auditors

Tambakad and Goil  
Chartered Accountants  
No. 15, Golf Course Road  
Off HAL Airport Road  
Bangalore - 560 008

### Registrars &

#### Share transfer agents

Karvy Computershare Pvt Ltd  
Plot No.17-24  
Vittalrao Nagar, Madhapur  
Hyderabad- 500 081  
Ph : 040-2342 0815  
Fax : 040-2342 0814  
e-mail: einward.ris@karvy.com

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## NOTICE

The Members  
MRO-TEK LIMITED

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Company will be held at 11.00 hours on Wednesday, 27 June 2012, at Hotel Woodlands, Raja Ram Mohan Roy Road, Bangalore - 560 025, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31 March 2012, and the Profit and Loss account for the year ended that date, along with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of N Sivaram, who retires by rotation and who, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of A Murali, who retires by rotation and who, being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

*By Order of the Board of Directors*

Place : Bangalore  
Date : 18 May 2012

**R. Ramaswamy**  
Company Secretary

### Notes :

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member.
2. The proxy-form, in order to be effective, should be received at the Registered Office of the Company, not less than forty-eight hours before the Annual General Meeting.

3. The Register of Members and Share transfer books of the Company will remain closed from 14 June 2012 to 27 June 2012 (both days inclusive) for the purpose of Annual General Meeting.
4. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of payment is required to be transferred to the Investor Education and Protection Fund of the Central Government and under Section 205-C, of the Companies Act, 1956, no claim shall lie against the Company or the said Fund, in respect of individual amount/s which remain unclaimed or unpaid for a period of seven years from the date of payment, and no payment shall be made in respect of any such claims.
5. Members who have not encashed the dividend warrant(s) so far, for any of the dividends declared for the year 2004-2005, or for any subsequent year/s, are requested to make their claims immediately to the Company.
6. Members are requested to address all their communications:

- **relating to dividend or any other grievance/s, directly to the Shares Department** to the company's Registered Office or send e-mail to the dedicated e-mail id - grd@mro-tek.com;
- **relating to change of Bank account details, address etc, directly to their respective Depository Participant (DP)**, with whom Demat Account is held.

*By Order of the Board of Directors*

Place : Bangalore  
Date : 18 May 2012

**R. Ramaswamy**  
Company Secretary

### Details, as stipulated under Clause 49(G) of listing agreement, in respect of the two Directors seeking re-appointment is furnished below:

**N Sivaram**, aged 59 years, was taken on the Board of MRO-TEK Limited, as an independent, non-whole time director on 27 February 2002. He is a Graduate in BE Electronics & Communication. He was associated with IBM WTC, CMC Ltd. and Think3 Designs Pvt Limited for over 34 years in senior operations and management position/s. His rich experience and expertise in the field of Engineering, Commercial, Marketing and General Management has greatly benefitted the Company in all its endeavors. N Sivaram does not hold any equity shares of the Company.

**A Murali**, aged 52 years, was taken on the Board of MRO-TEK Limited, as an independent, non-whole time Director on 10 August, 2005. He is a Graduate in Law and is presently a partner in J. Sagar Associates - Advocates and Solicitors, one of the leading corporate law firms in India. A Murali is a well known legal and Corporate Laws consultants in Bangalore, who expertise/guidance is valuable to the Company. A Murali holds 200 Equity shares of the Company.

### Directorship in other Companies:

- The Ayer Manis Rubber Estate Limited
- Thermo King India Private Limited
- Stumpp Schuele & Somappa Private Limited
- IQ Back Office India Private Limited
- East West Hotels Limited
- Bangalore Stock Exchange Limited
- Infogix India Private Limited
- Senapathy Whiteley Private Limited
- Ingersoll-Rand International (India) Limited
- Cheslind Textiles Limited\*
- Ingersoll Rand Industrial Products Private Limited
- Stumpp Schuele & Somappa Springs Private Limited
- Kern - Liebers (India) Private Limited
- Alexandria equities Management(India) Private Limited
- Tandus flooring India Private Limited
- Nova Nordisk Service Centre (India) Private Limited

\* also a member of Audit Committee

## REPORT OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

Your Directors have pleasure in presenting herewith their Twenty Eighth Annual Report on the activities of your company during the year ended 31 March 2012.

### FINANCIAL RESULTS

	2011-2012 (Rs. Lacs)	2010-2011 (Rs. Lacs)
Net Revenue from operations	<b>3,413.74</b>	2,582.03
Other Income	<b>145.88</b>	257.78
Profit/(Loss) before Depreciation	<b>(1,174.36)</b>	(1,283.72)
Depreciation	<b>254.35</b>	269.81
Profit/ (Loss) before Taxation	<b>(1,428.71)</b>	(1,553.53)
Provision for Taxation (on account of deferred tax)	<b>5.56</b>	(45.88)
Profit/(Loss) after Taxation	<b>(1,434.27)</b>	(1,507.65)
Extraordinary Items	<b>2.05</b>	219.15
Surplus in Profit & Loss account brought forward from previous years	<b>38.08</b>	1,326.58
Net Surplus/(deficit) in Profit and Loss Account	<b>(1,394.14)</b>	38.08

### PERFORMANCE

During the year under review,

- r The challenges in introducing new products in the market continued to be faced and were met with unrelenting vigor and enthusiasm;
- r all round austerity measures were implemented to peg losses at minimum possible levels;
- r aggressive marketing activities were further stepped-up, and customers were continually apprised of cost-effectiveness and unique features embedded in our products;
- r however, the unclear economic and political scenario prevailing in the Country, which inevitably filtered down to the market for your company's products, affected achieving a major leap in revenue;
- r despite the same, the turnover registered a growth of over 30%, at Rs.34.14 crores, against Rs.25.82 crores of previous year.

Your Directors are confident, and are hopeful, that this growth will be sustained, and every possible action will be taken to further improve such increase.

### DIVIDEND

Viewed from the curtailed revenue and consequent losses, in order to continue conserving the presently existing resources for operational requirements, your Directors do not recommend any dividend for the year under review, and are confident of receiving your whole-hearted support for this proposal.

### PROSPECTS & OUTLOOK

- r Your company continues to operate in the space of

Communication and Networking. This space is experiencing 'advancement in technology', thereby creating considerable potential for business opportunities, both within and outside the Country.

- r Your company is making every effort to encash these business opportunities. Focussed efforts are being taken by your company in promoting its own state-of-the-art products.
- r The in-house R&D unit of your company, recognized by GOI, is providing the requisite support in development of innovative products, to meet market requirements.
- r As per a recently published report, modernization of existing Data Centers and setting-up of new Data Centers, is expected to considerably increase the demand for LAN & WAN products. With this, the business opportunities for your company look promising.

### FINANCE

During the year under review,

- r your company incurred an operational loss of Rs 7.74 Crores;
- r after providing for an estimated amount of Rs 4 crores towards slow-moving inventory, based on Generally Accepted Accounting Practices, even though the items continue to be usable in the activities of the company, the Loss before Depreciation worked-out to Rs. 11.74 Crores;
- r after providing for Depreciation amounting to Rs.2.54 Crores, the Net Loss worked-out to Rs.14.28 crores;
- r the preserved cash reserves of the past, fully covered such operational losses, leaving behind the Debt-Free status and a positive Net Worth, of approx 7 times the paid-up Share Capital;
- r Stringent austerity measures, already in place, will continue unabated, in order to minimize the impact of expenditure on the financial results;
- r Your Directors place on record their sincere appreciation of the assistance, guidance, co-operation and whole-hearted support received from your company's Employees and Bankers.

### JOINT VENTURE

As reported in prior year/s, the activities in the JV company viz., RAD-MRO Manufacturing Private Limited, Bangalore, were suspended from November 2007. The company still awaits procedural completion of requisite legal formalities, such as Income Tax Assessments for prior year/s, soon after which, further actions for (members voluntary) winding-up of this JV company will be initiated. Efforts are being taken to expedite the same.

In the meanwhile, this JV company continues to register revenue by way of Interest Income (on Fixed Deposit/s with the Bank) which earning is adequate to meet its outgo commitments (by way of professional charges and connected expenses) for completion of the presently-pending activities, and also leave behind a nominal surplus, thereby retaining positive Net Worth in the Company. Such financials are detailed in Para 15 of Note 26 II on 'additional notes to accounts'.



## HUMAN RESOURCES & INDUSTRIAL RELATIONS

Your company continues its endeavor to attract the best available talents in the industry, recognize, register and retain the most-valuable human power.

During the year under review, there were no employees in the company drawing a remuneration in excess of Rs 5 lacs per month or Rs 60 lacs per annum, as stipulated under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as recently amended.

## INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Your company remains committed to maintain, high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid-down systems and policies are comprehensively and frequently monitored by your company's management at all levels of the organization. The Audit Committee, which meets at-least four times a year, actively reviews internal control systems as well as financial disclosures.

## CONSERVATION OF ENERGY

Your company is duly certified under ISO 14001:2004 (Environment Management System). Every possible effort is made/introduced to conserve and avoid wastage of energy.

Adequate facilities have been installed for rain water harvesting, recycling of used water, solar-powered energy and maximum usage of natural lighting and ventilation, thus implementing GO GREEN POLICY in its total spirit.

## RESEARCH & DEVELOPMENT

With your company's consistent efforts to introduce and promote its own patentable products, the importance and responsibility of in-house R&D unit has increased manifold.

All efforts are being taken to maximize utilization of the R&D unit's expertise and technological skills, in finding state-of-the-art solutions, to provide more effective and revolutionary solutions, for all segments of the Communication and Networking Industry.

During the year an amount of Rs.0.50 Crores (Prev. year- Rs.0.03 Crores) was incurred towards Capital Expenditure in this division. On revenue account, an amount of Rs.2.90 Crores (Prev. year- Rs. 3.45 Crores) has been expended and absorbed in these accounts, in accordance with the applicable Accounting Standards.

## TECHNOLOGY ABSORPTION

The in-house technical and commercial teams consistently engage themselves in their endeavor to indigenize technology and components, as well as implementation of value-engineering and cost-saving methods.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Development of overseas market for the products of your company, as also development of products required for the overseas market, is progressing satisfactorily. Efforts also continue to minimize foreign exchange outflow by the process of indigenization.

Full details of foreign exchange earnings and expenditure are furnished under para 10 and 11 of Note 26 II on 'additional notes to accounts'.

## CORPORATE GOVERNANCE

A detailed compliance note on Corporate Governance, as required under the provisions in the listing agreement with the Stock Exchanges, together with the certificate of Statutory Auditors thereon, is attached to this report.

## MANAGEMENT DISCUSSION AND ANALYSIS

As requisite and appropriate Management Discussion & Analysis is covered under this Report itself, a separate note on the same is not being furnished.

## DIRECTORS

N Sivaram and A Murali, Directors, retire by rotation at this meeting, and being eligible, offer themselves for re-appointment.

## AUDITORS

M/s. Narayanan, Patil & Ramesh, Chartered Accountants, Bangalore, retire as Statutory Auditors at the conclusion of this Annual General Meeting. Being eligible for re-appointment, your Directors recommend the same for your consideration.

## ACKNOWLEDGEMENTS

Your Directors place on record their sincere gratitude to the steadfast patronage of the valued Customers and Vendors. Your Directors also place on record, their sincere appreciation of the dedication and commitment of the employees at all levels, who have together been responsible for the growth of the company.

Your Directors wish to register their acknowledgement and appreciation for the timely support and co-operation being extended by the Banks and all their officials.

## DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of Companies Act, 1956, your Directors hereby confirm that

- r in the preparation of these annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- r they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profits for that period;
- r they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and, for preventing and detecting fraud and other irregularities;
- r they have prepared annual accounts on a 'going concern' basis.

*for & on behalf of the Board of Directors*

Place : Bangalore

Date : 18 May 2012

**S. Narayanan**

*Chairman & Managing Director*

## CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at assisting the top management of your Company in the efficient and ethical conduct of its business, in meeting its obligations to shareholders, stakeholders, Government and the society at large.

MRO-TEK's business objective and that of its management and employees is to manufacture and market the Company's products in such a way as to create value that can be sustained over the long term for consumers, shareholders, employees, business partners and the national economy.

### Directors' attendance record and directorships held

Name of Director	Position	No. of Board Meetings Attended	Attendance at Prev. AGM on 29 June 2011	No. of outside Directorships held*	No. of membership/ chairmanship in other Board Committees
<b>Executive Directors</b>					
S. Narayanan	Chairman & Managing Director	5	Present	-	-
H. Nandi	Managing Director	5	Present	-	-
<b>Non-Executive, Independent Directors</b>					
R. Rajagopalan	Director	5	Present	3	5
A. Mohan Rao	Director	5	Present	3	2
N. Sivaram	Director	4	Present	-	-
A. Murali	Director	4	Present	16	1

\* including private company which is neither a subsidiary nor a holding company of a public company.

### AUDIT COMMITTEE

The Audit Committee comprises of R. Rajagopalan as the Chairman, with N. Sivaram, A. Mohan Rao and A. Murali as the other members of the Committee - all of them being independent and non-executive Directors.

R. Ramaswamy, the Secretary of the Company, is also the Secretary of the Audit Committee.

The role and terms of reference to the Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and Section 292 A of the Companies Act, 1956, besides other terms as may be referred, from time to time, by the Board of Directors.

The broad terms of reference to the Audit committee, is to review with the Management, the Internal Auditors and the Statutory Auditors :

- r the Company's accounting & financial controls and reporting processes – quarterly & annual.
- r accounting & financial policies and practices.
- r internal control and internal audit systems.
- r compliance with Company policies and applicable laws and regulations.
- r to recommend to the Board, regarding the appointment

MRO-TEK is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirement, MRO-TEK endeavours to ensure that highest standards of ethical and responsible conduct are met throughout the organisation.

### BOARD OF DIRECTORS

#### Composition

The present strength of the Board is six Directors, comprising of two Executive and four Non-Executive, Independent Directors.

#### Number of Board Meetings

A total of five meetings of the Board of Directors were held during the year under review, on 18 May, 29 June, 27 July, 28 October 2011, 25 January 2012.

/ re-appointment of Statutory, Internal and Cost Auditors and the remuneration payable to them.

- r remuneration to Directors.
- r accounting of ESOP Costs in accordance with SEBI guidelines.
- r Allotment of options under ESOP and Buyback proposal.
- r Ensure compliance of all mandatory requirements.

During the year, the Committee met four times on 18 May, 27 July, 28 October 2011, 25 January 2012.

Name of Director	No. of Meetings Attended
R. Rajagopalan	4
A. Mohan Rao	4
N. Sivaram	3
A. Murali	3

### REMUNERATION & COMPENSATION COMMITTEE

The Remuneration & Compensation Committee comprises of R. Rajagopalan as the Chairman and N. Sivaram, A. Mohan Rao and A. Murali are the other members of the Committee - all of them being independent and non-executive directors.

R. Ramaswamy, the Secretary of the Company, is also the Secretary of this Committee.

The terms of reference to this Committee include:

- r formulation of policy relating to, and fixation of, remuneration payable, and other service terms and conditions applicable to the Executive Directors, and other senior executives of the Company;
- r remuneration payable to the non-executive Directors for meetings of the Board and/or various committees attended and
- r administering of Company's Employees Stock Option Scheme.

Remunerations to the whole-time Directors and other Directors of the Company are derived from, in accordance with the relevant regulations of the Companies Act, 1956, and as approved by the shareholders of the Company.

Individual agreements listing out such terms and conditions are duly executed with the whole-time Directors, for the specific period/s of appointment/s, so approved. No agreements are made with the non-executive Directors relating to their tenure and/or remuneration.

Details of the remuneration to the Directors are detailed in the relevant schedules forming a part of the Annual Accounts for the year ended 31 March 2012. No stock options were granted/allotted under ESOS, to any of the directors.

During the year, a meeting of the Remuneration & Compensation committee was held on 18 May 2011 and was attended by all the members.

#### SHAREHOLDERS' GRIEVANCE COMMITTEE

The Shareholders' Grievance Committee comprises of A.Mohan Rao as the Chairman, and N. Sivaram, R.Rajagopalan and A Murali, as the other members – all of them being Non-Executive, Independent Directors.

During the year, the Committee met four times on 18 May, 27 July, 28 October 2011, 25 January 2012.

Name of Director	No. of Meetings Attended
A. Mohan Rao	4
N. Sivaram	3
R. Rajagopalan	4
A. Murali	3

The Shareholders' Grievance Committee has constituted a sub-committee comprising of S. Narayanan, H.Nandi, and R. Ramaswamy, (also as Compliance Officer), with any two of them forming a quorum.

The terms of reference to this Committee / sub-committee include:

- r to approve all transfer (including transmission, transposition, re-mat) requests received,
- r to note the transfers which have taken place till the immediately preceding date on which Beneficiary Position (Benpos) report is received,
- r to scrutinise and note the highlights of the Benpos report and
- r to review action taken on shareholders' grievance/s.

This sub-committee normally meets on the 4th and 19th day of every month, and if any of those days fall on a Sunday or a holiday, on the immediately preceding working day, provided there are any subjects referred to the committee to be resolved during this respective fortnight/s.

The Shareholders' Grievance Committee which meets once every calendar quarter, reviews the report and takes note of the highlights furnished by the sub-committee on transactions in the equity shares of the Company, as also directs the sub-committee in all its actions.

All complaints received from shareholders and investors have been solved to the satisfaction of the complainants. All valid requests for share transfers received during the year have been acted upon by your Company and no request for transfer has either been refused or is pending.

Reconciliation of the share capital is reviewed every quarter by a practicing Company Secretary as per the prevailing guidelines of the SEBI, and the same is filed with the Stock Exchanges.

#### INFORMATION ON INVESTOR COMPLAINTS FOR THE YEAR :

Brought Forward	Received afresh	Disposed	Carried-over
0	8	8	0

#### REMUNERATION OF DIRECTORS FOR 2011-12

In Rupees

Name of the Director	Sitting Fee	Salaries	Provident Fund & Superannuation	Total
S. Narayanan	Nil	42,00,000	11,34,000	53,34,000
H. Nandi	Nil	42,00,000	11,34,000	53,34,000
R. Rajagopalan	84,000	Nil	Nil	84,000
A. Mohan Rao	84,000	Nil	Nil	84,000
N. Sivaram	66,000	Nil	Nil	66,000
A. Murali	66,000	Nil	Nil	66,000

# MRO-TEK LIMITED

## GENERAL BODY MEETINGS

Location and time for previous three Annual General Meetings for the financial years ended on March 31:

Year	Location	Date	Time
2009	Hotel Woodlands, Bangalore	24 June 2009	11.00 Hours
2010	Hotel Woodlands, Bangalore	30 June 2010	11.00 Hours
2011	Hotel Woodlands, Bangalore	29 June 2011	11.00 Hours

## SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS :

Year	Special Resolutions
2009	No Special Resolution was considered.
2010	<ol style="list-style-type: none"> <li>1. Payment of commission on net profits, as provided under Company Act, 1956, to Non-whole time Directors of the Company for the period of five year from 1 April 2010 to 31 March 2015.</li> <li>2. Payment of remuneration to S Narayanan, Chairman &amp; Managing Director of the Company for the period 1 April 2010 to 31 March 2013.</li> <li>3. Payment of remuneration to H Nandi, Managing Director of the Company for the period 1 April 2010 to 31 March 2013.</li> </ol>
2011	No Special Resolution was considered.

## DISCLOSURE

Transactions with related parties are disclosed in para 16 of Note 26 on 'Additional Notes to Accounts' in the Annual Report.

The Register of Contracts containing the transactions, in which Directors are interested, is regularly placed before the Board for its ratification and approval.

During the previous three years, or in any of the earlier years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

The Company's personnel have access to the Audit Committee to refer any matter/s regarding concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics policy.

## COST AUDIT

Under Section 233B of Companies Act, 1956, Mr M.R.Krishnamurthy, Cost Accountant, having his office at No 8, First Floor, 4th Main Road, Chamarajpet, Bangalore, was appointed as Cost Auditor of the Company for the financial year 2011-12. His appointment was duly approved by the Central Government.

Cost Audit Report for the financial year 2010-11 was filed on 25 August 2011, well before the due date of 30 September 2011. Cost Audit Report for financial year 2011 -12 shall be filed on or before the due date.

## Details of compliance with mandatory requirements

Particulars	Clause of listing agreement	Compliance status (Yes/No/N/A)
1	2	3
<b>I Board of Directors</b>	49 I	
(A) Composition of Board	49 (IA)	Yes
(B) Non-Executive Directors' Compensation & Disclosure	49 (IB)	Yes
(C) Others provisions as to Board and Committees	49 (IC)	Yes
(D) Code of Conduct	49 (ID)	Yes
<b>II Audit Committee</b>	49 (II)	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes
(B) Meeting of Audit Committee	49 (IIB)	Yes
(C) Powers of Audit Committee	49 (IIC)	Yes
(D) Role of Audit Committee	49 II (D)	Yes
(E) Review of Information by Audit Committee	49 (IIE)	Yes
<b>III Subsidiary Companies</b>	49 (III)	N/A
<b>IV Disclosures</b>	49 (IV)	
(A) Basis of related party transactions	49 (IV A)	Yes
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes
(C) Board Disclosures	49 (IV C)	Yes
(D) Proceeds from public issues, rights issue, preferential Issues etc.	49 (IV D)	N/A
(E) Remuneration of Directors	49 (IV E)	Yes
(F) Management	49 (IV F)	Yes
(G) Shareholders	49 (IV G)	Yes
<b>V CEO/CFO Certification</b>	49 (V)	Yes
<b>VI Report on Corporate Governance</b>	49 (VI)	Yes
<b>VII Compliance</b>	49 (VII)	Yes



**Compliance with non-mandatory requirements**

- i. Remuneration Committee has duly been constituted.
- ii. The Company is in the regime of unqualified financial statements.
- iii. The Company consistently trains its Board members, on an on-going basis, in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as Directors, and the best ways to discharge them.
- iv. The Company has a procedure of bringing to the notice of management, any matter/s regarding concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics policy.
- v. Corporate Governance Voluntary Guidelines 2009:
  - Whole-time Directors of the Company are not holding any position as Non-Executive Directors or Independent directors of any other public limited companies or private companies that are either holding or subsidiary companies of public companies. The voluntary guidelines allows for holding such positions in seven such companies in aggregate.
  - Independent Directors of the Company have the option and freedom to meet Company Management regularly. They are provided with

all information sought by them to perform their duty effectively and efficiently.

- Non-whole time Directors are remunerated with an appropriate percent of the net profits of the company as allowed under the provisions of Companies Act, 1956, for their valuable contributions by way of guidance, directions and time devoted to the activities of your Company. Such remunerations paid is uniform among all Non-whole time Directors.
- Remuneration Committee has duly been constituted to discuss issues, as detailed elsewhere in this report.
- Audit Committee are duly been constituted, and its scope and functions are already detailed elsewhere in this report.
- Matters referred to Audit Committee, as detailed elsewhere in the report include, inter alia, recommendation to Board, on appointment of Statutory, Internal and Cost Auditor/s.
- Internal Auditor of the Company is an independent chartered accountant firm.
- Rotation of audit partner has been implemented by the auditing firm.
- Reconciliation of Share Capital Audit Report is conducted every financial quarter and placed before the Audit Committee and the Board for review.

**MEANS OF COMMUNICATION**

i	Quarterly Results	Published in National and local dailies such as Financial Express (English) & Samyukta Karnataka and in official websites of National Stock Exchange of India Limited ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and Bombay Stock Exchange Limited ( <a href="http://www.bseindia.com">www.bseindia.com</a> )
ii	Publications in Newspapers	Published in National and local dailies such as Financial Express (English) & Samyukta Karnataka (Kannada)
iii	Publications in Websites	<a href="http://www.mro-tek.com">www.mro-tek.com</a> ;
iv	Displaying of official news releases	<a href="http://www.mro-tek.com">www.mro-tek.com</a> ; and official websites of NSE and BSE
v	Presentations to Institutional Investors or analysts	<a href="http://www.mro-tek.com">www.mro-tek.com</a>

**Industry Structure & Developments, Opportunities & Threats, Segment-wise performance, outlook, Risks and Concerns of your Company and discussion on financial performance with respect to the Operational Performance:**

To the extent applicable, have duly been covered in the Directors' report.

**SHAREHOLDER INFORMATION**

- a) Date, time & venue of the Annual General Meeting of Shareholders :

Date	Time	Venue
Wednesday, 27 June 2012	11.00 Hours	Hotel Woodlands, No. 5, Raja Ram Mohan Roy Road, Bangalore-560 025

- b) Particulars of Financial Calendar for 2012-13

Financial Year	1 April 2012 to 31 March 2013
First, Second and Third Quarterly Results	Within 45 days of end of each quarter
Fourth Quarter & Financial Year Results	within sixty days of end of the financial year

# MRO-TEK LIMITED

- c) Dates of Book Closure – 14 June 2012 to 27 June 2012 (both days inclusive).
- d) Date of Dividend Payment – After the date of AGM and within the stipulated period of 30 days .
- e) Listing on stock exchanges:
- National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE).
  - Annual listing fee has been remitted for NSE and BSE for the year 2012-13.
  - Annual custody fee has been remitted for NSDL and CDSL for the year 2012-13.
- f) Stock Exchange Codes

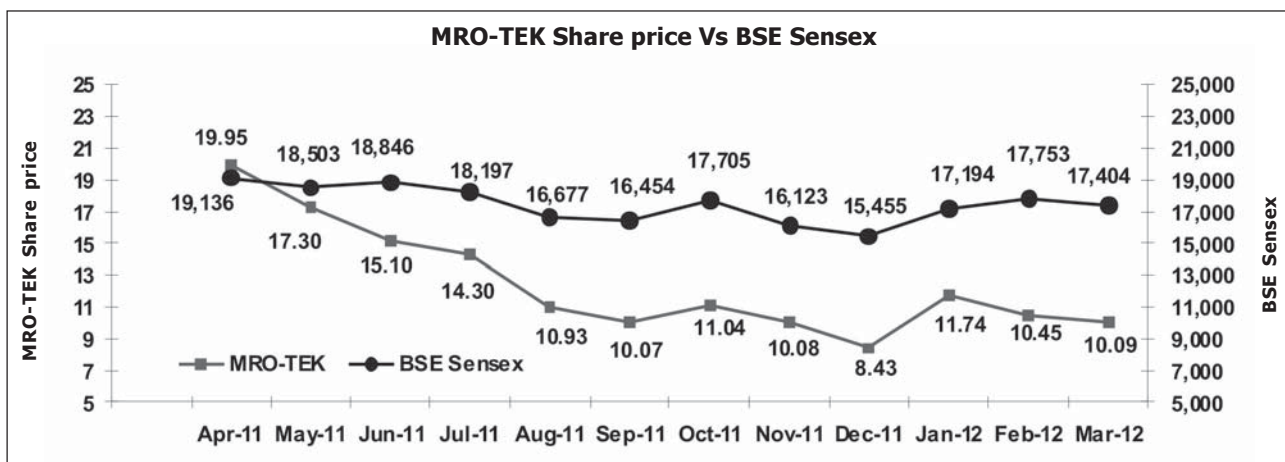
Stock Exchange	Code
National Stock Exchange of India Limited, Mumbai	MRO-TEK
Bombay Stock Exchange Limited, Mumbai	532376

- g) Demat arrangement with NSDL and CDSL. Demat ISIN – INE398B01018

- h) Market price data of shares traded

High/Low of market price of the Company's shares traded in Bombay Stock Exchange and National Stock Exchange, during the financial year 2011-12 is furnished below :

Month	Bombay Stock Exchange			National Stock Exchange		
	High (Rs.)	Low (Rs.)	Volume (Nos)	High (Rs.)	Low (Rs.)	Volume (Nos.)
Apr-11	26.20	18.50	8,66,628	26.30	18.40	13,04,859
May-11	19.95	16.35	1,00,481	20.60	16.25	1,14,202
Jun-11	18.65	14.90	1,23,311	18.60	14.80	1,46,477
Jul-11	16.45	14.15	1,20,985	16.60	14.00	1,38,814
Aug-11	14.58	9.82	1,20,497	14.65	9.80	2,03,891
Sep-11	12.17	10.01	1,82,485	12.25	10.00	2,05,977
Oct-11	12.30	9.70	65,833	11.35	9.30	73,679
Nov-11	11.20	8.70	74,062	11.30	8.25	1,03,958
Dec-11	10.30	7.20	73,588	10.50	7.30	76,989
Jan-12	12.40	7.61	2,08,860	12.75	7.20	2,96,972
Feb-12	12.65	9.18	1,67,842	12.75	10.00	2,05,953
Mar-12	11.75	9.15	67,050	12.60	9.05	1,05,496



- i) Share Transfer System

In compliance of SEBI requirements, share transfers are entertained both under demat form as well as physical form.

As reported hereinabove under "Shareholders' Grievance Committee", Share transfers, in respect of physical stocks, are normally effected within a maximum of 30 days from the date of receipt, if all required documentation is submitted.