

A full-page background image featuring two acrobats in mid-air against a blue sky with scattered white clouds. The acrobat on the left is a woman in a maroon leotard and black leggings, performing a backflip with her arms extended forward. The acrobat on the right is a man in a maroon leotard and black leggings, performing a front flip with a blue pommel horse or vaulting horse visible behind him.

**MROTEK™**

Integrating Next Generation Networks

**Trust...**  
...built over the years.

**MRO-TEK LIMITED**  
ANNUAL REPORT 2010-2011

## 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 # 719 - 720, 7th 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  
103, 1st Floor, Brigade Links  
54/1, I Main Road  
Seshadripuram  
Bangalore - 560 020

### 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 : 040-4465 5000  
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 Seventh Annual General Meeting of the Company will be held at 11.00 hours on Wednesday, 29 June 2011, 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 2011, 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 R Rajagopalan, who retires by rotation and who, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of A Mohan Rao, 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 2011

**R. Ramaswamy**  
Company Secretary

### **Notes :**

1. Details, as stipulated under Clause 49(G) of listing agreement, in respect of the two Directors seeking re-appointment is furnished under para (q) of 'Corporate Governance'.
2. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member.
3. 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.

4. The Register of Members and Share transfer books of the Company will remain closed from 16 June 2011 to 29 June 2011 (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
6. Members who have not encashed the dividend warrant(s) so far, for any of the dividends declared for the year 2003-2004, or for any subsequent year/s, are requested to make their claims immediately to the Company.
7. 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 2011

**R. Ramaswamy**  
Company Secretary

## REPORT OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

Your Directors have pleasure in presenting herewith their Twenty Seventh Annual Report on the activities of your Company during the year ended 31 March 2011.

### FINANCIAL RESULTS

	2010-2011 (Rs. Lacs)	2009-2010 (Rs. Lacs)
Net Revenue	<b>2,839.81</b>	8,283.84
Profit/(Loss) before Depreciation	<b>(1,283.72)</b>	97.98
Depreciation	<b>269.81</b>	277.30
Profit/ (Loss) before Taxation	<b>(1,553.53)</b>	(179.32)
Provision for Taxation (on account of deferred tax and Wealth Tax)	<b>(45.88)</b>	3.02
Profit/(Loss) after Taxation	<b>(1,507.65)</b>	(182.34)
Prior period income	<b>219.15</b>	19.71
Surplus in Profit & Loss account brought forward from previous years	<b>1,326.58</b>	1,737.09
Balance for appropriations	<b>38.08</b>	1,574.46

### APPROPRIATIONS

To General Reserve	Nil	30.00
To Dividend – Nil (previous year-20%)	Nil	186.85
To Dividend Tax on Dividend	Nil	31.03
Surplus in Profit and Loss Account	<b>38.08</b>	1,326.58

### PERFORMANCE

During the year under review,

- ☐ in order to augment the inherent strength, also in terms of financial valuation, the Company launched its own cost-effective products, to substitute products of other suppliers;
- ☐ the unblemished reputation garnered in the past with the Customers, more particularly in terms of meeting quality standards, delivery efficiency and support systems, provided the requisite impetus and platform for implementing the above;
- ☐ the gestation period for obtaining requisite technical / statutory approvals and completion of field-trials for these new products took a longer period than expected;
- ☐ the shadow of global economic recession continued to haunt the market during the initial period of the year;
- ☐ all these led to considerable reduction in revenues and consequent losses.

### DIVIDEND

In the scenario detailed above, in order to conserve the much-needed financial resources, no dividend has been recommended by your Directors for the year under review. Your Directors are confident of receiving your whole-hearted support for this proposal.

### PROSPECTS & OUTLOOK

- ☐ Continuing its business activities in the space of Communication and Networking, which has immense potential within and outside the Country, your Company is hopeful that the reduction in revenue and consequent losses will only be a temporary phenomenon, and looks forward to achieving increased revenue and profits in the coming years.
- ☐ Your Company is confident that such an action of promoting its own products shall, in the long-run, add immense value to the shareholders at large, in terms of enhanced visibility, expanded market potential and enlarge inherent strength, also in terms of financial valuation.
- ☐ With the market presently showing clear and positive signs of picking-up, more with implementation of innovative technology, advent of 3G and National Broadband Policy, the business during the coming years is expected to increase.

### FINANCE

During the year under review,

- ☐ Despite loss as reflected in these accounts, your company continued to retain its debt-free status;
- ☐ a portion of cash reserves in the form of Fixed Deposits had to be utilized to meet the operational needs;
- ☐ your Management continues to implement austerity measures, wherever possible, to reduce overhead expenditure;
- ☐ 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 now 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. Every step is being taken to expedite the same.

### 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) and is committed to 'go green' revolution. 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

During the year, the efforts of in-house R&D division was successful in securing a Patent, to one of its in-house developed products 'Power over Ethernet Switch'. Efforts continue to develop more cost effective, new technology niche products.

During the year an amount of Rs.2.87 lacs (Prev. year- Rs. 1.03 lacs) was incurred towards Capital Expenditure. On revenue account, an amount of Rs.344.50 lacs (Prev. year- Rs. 349.43 lacs) has been expended and absorbed in these accounts, in accordance with the attending 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 note no. 19 and 20 of Notes on 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

R Rajagopalan and A Mohan Rao, Directors, retire by rotation at this meeting, and being eligible, offers 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 stood firmly with your Company during this challenging time.

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

- ☐ in the preparation of these annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- ☐ they have selected such accounting policies and applied them consistently and made judgements 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 loss for that period;
- ☐ 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;
- ☐ they have prepared annual accounts on a 'going concern' basis.

*for & on behalf of the Board of Directors*

Place : Bangalore  
Date : 18 May 2011

**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.

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.

S. Narayanan, Chairman & Managing Director and H. Nandi, Managing Director are the two Executive Directors.

R. Rajagopalan, N. Sivaram, A. Mohan Rao, and A.Murali are the four Independent, Non-Executive Directors on the Board of your Company.

#### Number of Board Meetings

A total of five meetings of the Board of Directors were held during the year under review, on 21 May, 30 June, 28 July, 27 October 2010, 24 January 2011.

### Directors' attendance record and directorships held

Name of Director	Position	Category of Directorship	No. of Board Meetings Attended	Attendance at Prev. AGM on 30 June 2010	No. of outside Directorships held*	No. of membership/ chairmanship in other Board Committees
S. Narayanan	Chairman & Managing Director	Executive	5	Present	-	Nil
H. Nandi	Managing Director	Executive	5	Present	-	Nil
R. Rajagopalan	Director	Non-Executive, Independent	5	Present	3	5
A. Mohan Rao	Director	Non-Executive, Independent	5	Present	3	2
N. Sivaram	Director	Non-Executive, Independent	4	Present	-	Nil
A. Murali	Director	Non-Executive, Independent	5	Present	13	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 :

- ☐ the Company's accounting & financial controls and reporting processes- quarterly & annual.
- ☐ accounting & financial policies and practices.
- ☐ internal control and internal audit systems.
- ☐ compliance with Company policies and applicable laws and regulations.
- ☐ to recommend to the Board, regarding the appointment / re-appointment of Statutory, Internal and Cost Auditors and the remuneration payable to them.
- ☐ remuneration to Directors.
- ☐ accounting of ESOP Costs in accordance with SEBI guidelines.
- ☐ Allotment of options under ESOP and Buyback proposal.
- ☐ Ensure compliance of all mandatory requirements.

During the year, the Committee met four times on 21 May, 28 July, 27 October 2010 and 24 January 2011.

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

### 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:

- ☐ 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;
- ☐ remuneration payable to the non-executive Directors for meetings of the Board and/or various committees attended and
- ☐ 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 2011. 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 21 May 2010 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 21 May, 28 July, 27 October 2010 and 24 January 2011.

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

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:

- ☐ to approve all transfer (including transmission, transposition, re-mat) requests received;
- ☐ to note the transfers which have taken place till the immediately preceding date on which Beneficiary Position (Benpos) report is received;
- ☐ to scrutinise and note the highlights of the Benpos report and
- ☐ 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 practising 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	40	40	0

**REMUNERATION OF DIRECTORS FOR 2010-11**

In Rupees

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

**GENERAL BODY MEETINGS**

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

Year	Location	Date	Time
2008	Hotel Woodlands, Bangalore	25 June 2008	11.00 Hours
2009	Hotel Woodlands, Bangalore	24 June 2009	11.00 Hours
2010	Hotel Woodlands, Bangalore	30 June 2010	11.00 Hours

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

Year	Special Resolutions
2008	<ol style="list-style-type: none"> <li>1. To amend the ESOS scheme of the Company, to provide, among others, for recovery of FBT and any other tax, cess and similar levies from the employees of the Company, in respect of any grant, vesting or exercise of stock options on or after 1 April 2007.</li> <li>2. Re-appointment of S Narayanan as Chairman &amp; Managing Director, of the Company, for a period of five years with effect from 1 April 2008 and approval of remuneration payable for the first two years commencing from 1 April 2008.</li> <li>3. Re-appointment of H Nandi as Managing Director, of the Company, for a period of five years with effect from 1 April 2008 and approval of remuneration payable for the first two years commencing from 1 April 2008.</li> </ol>
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>

**DISCLOSURE**

Transactions with related parties are disclosed in note 27 in Schedule 18 to the 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.



**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

**COST AUDIT**

Mr M.R.Krishna Murthy, Cost Accountant, having office at No 8, First Floor, 4th Main Road, Chamarajpet, Bangalore - 560018, has been appointed as Cost Auditor of the Company for the financial year 2011-12, under Section 233B of Companies Act, 1956. His appointment has duly been approved by the Central Government.

Cost Audit Report for the financial year 2009-10 was filed on 28 August 2010 (due date - 30 September 2010). Cost Audit Report for financial year 2010 -11 shall be filed on or before the due date.

**Compliance with non-mandatory requirements**

- Remuneration Committee has duly been constituted.
- The Company is in the regime of unqualified financial statements.
- 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.

- 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.
- 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 has duly been constituted, and its scope and functions has 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 ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and Bombay Stock Exchange ( <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
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, 29 June 2011	11.00 Hours	Hotel Woodlands, No. 5, Raja Ram Mohan Roy Road, Bangalore - 560 025

b) Particulars of Financial Calendar for 2011-12

Financial Year	1 April 2011 to 31 March 2012
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

- c) Dates of Book Closure – 16 June 2011 to 29 June 2010 (both days inclusive).
- d) Date of Dividend Payment – No dividend has been recommended for the financial year 2010-11.
- 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 2011-12.
  - Annual custody fee has been remitted for NSDL and CDSL for the year 2011-12.