

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**MRO-TEK LIMITED**

For MRO-TEK LIMITED

  
SRIVATSA  
CFO & Compliance Officer

Co.No. 5873



नाम में तब्दीली के परिणामस्वरूप निगमन के लिए नया प्रमाण-पत्र  
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में .....  
[कम्पनी अधिनियम, 1956(1956 का 1) के अधीन]  
In the Office of the Registrar of Companies, Karnataka, Bangalore.  
(Under the Companies Act, 1956 (1 of 1956))

के विषय में  
IN THE MATTER OF MRO - TEK PRIVATE LIMITED

मैं एतद्वारा प्रमाणित करता हूँ कि ..... परिसीमित जिसका निगमन मूलतः 19 ..... के  
..... दिन इस ..... अधिनियम के अधीन और ..... परिसीमित नाम  
द्वारा किया गया कम्पनी अधिनियम, 1956 की धारा 21/22 (1) (क)/22 (1)(ख) के निर्देशों के अनुसार आवश्यक संकल्प पारित कर  
चुकी है और इसको बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that MRO - TEK PRIVATE LIMITED Private, which was originally  
incorporated on 10th day of Feb. 19 84 under the Comp. Act, and under the name MRO - TEK  
PRIVATE LIMITED Private having duly Passed the necessary resolution  
in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified  
in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निर्देशक के तारीख ..... 19 ..... के पत्र सं ..... द्वारा प्राप्त की  
जाने पर उक्त कम्पनी का नाम इस दिन ..... परिसीमित में तब्दील कर दिया गया है और  
यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसार में जारी किया जाता है।

Registrar of Companies, Karnataka, Bangalore letter No. .... dated  
..... 19 ..... the name of the said company is this day changed to MRO - TEK LIMITED  
..... Private and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख .....  
को दिया गया।

Given under my hand at Bangalore this Seventeenth day of June 19 88 (One thousand  
nine hundred Ninety Eight.)



(B.K. BANSAL).

Registrar of Companies  
Karnataka, Bangalore

यहाँ पर कम्पनी का यह नाम लिखिए जो कि तब्दीली से पूर्व था।  
Here give the name of the Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रीकरण और निगमन किया गया था।  
Here give the name of the Act (s) under which the Company was originally registered and incorporated.

For MRO-TEK LIMITED

SRIVATSA  
CFO & Compliance Officer



(Incorporated under the Companies Act, 1956 as amended under the Companies Act, 2013)

(Public Company limited by shares)

\*MEMORANDUM OF ASSOCIATION

OF

MRO-TEK REALTY LIMITED

1<sup>st</sup>The name of the Company is MRO-TEK Realty Limited.

2<sup>nd</sup>The Registered Office of the Company will be situated in the State of KARNATAKA.

3<sup>rd</sup>The objects for which the Company is established are:

**(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :-**

1. To manufacture assemble, fabricate, produce, repair, use, buy, sell, hire, import, export, install, consult, deal in for consideration or otherwise in India or abroad all types of instruments such as Electronic, Electrical, Medical, Laborator, Test and Measuring, Scientific, Process Control, Computers and Computer Peripherals: Nautical, Aeronautical, Survey, Optical Photographic, Chemical, Engineering, Surgical, Agriculture, Defence & Educational, Instruments equipments, apparatus, appliances, devices, contrivances, components and their accessories individually and complete systems.
2. To carry on the business of developing, maintaining and operating the construction and development of housing projects, road, highway project, bridge, express ways, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, irrigation project, solid waste management system, and to develop, maintain, and operate Special Economic Zones (SEZ) or other Export Promotion Parks (EPP), Software Technology Parks (STP), Electronic Hardware Parks, Bio-Technology Parks and other industrial parks, rail system, mass rapid transit system, light rail transit system, either individually or as joint venture with any company/ firm/individual/consultant whether local or foreign and to do concept planning, detailed master planning, detailed design and engineering and all such activities that together provide the basis for the implementation of the project and any other public facility of similar nature.
3. To buy, purchase, lease, take on lease, exchange or otherwise, land, buildings and hereditaments of any tenure of any description situated at any place in India or elsewhere for residential or business or other purpose and any right over or connected with land so situated and to turn the same to account as may seem expedient and in particular in preparing buildings sites and by constructing, reconstructing, decorating, improving, altering, furnishing and maintaining offices, houses, resorts, residential schools, hospitals, cinema theatres, opera houses, auditorium,

warehouses, shops, wharves, buildings, works and conveniences of all kinds and by consolidating or connecting or subdividing properties and by leasing and disposing of the same and to demolish old buildings and re-construction thereof.

**(B) OBJECTS INCIDENTAL OR ANCILIARY** to the attainment of the main objects.

1. To enter into any partnership or into any arrangement with any person or firm or Company whose objects are similar to the objects of this company.
2. To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorized to carry on, or possessed of any property or rights suitable for the purposes of the Company.
3. To carry on the business of engineers, such as Electrical and Electronic Engineers, Consultants, Installation and Project Engineers, and Contractors and Dealers in all types of instruments, e.g., process control, electrical and electronic, medical surgical, and scientific instruments, process control systems, apparatus, devices, contrivances and their accessories and components.
4. To carry on business as mechanical engineers, ferrous, non-ferrous, founders, metal workers, tool makers.
5. To devise, work out, prepare and provide ways and means and plans and to obtain, purchase, sell and make available or provide technical assistance and know-how and opinion to industrial concerns and establishments.
6. To undertake and carryout scientific, industrial, commercial economic, statistical and technical surveys and investigators and to draw up, prepare reports, publish technical journals surveys for purpose of providing the same to industries and industrial and commercial concerns, establishments and Government and semi-Government authorities.
7. To undertake, for consideration or otherwise, on behalf of any client, work of examining, inspecting and carrying out tests on any products and issue certificates in respect of such products.
8. To manufacture, import, export, buy, sell, let on hire exchange, alter, improve, manipulate, repair, market and/or otherwise deal in or distribute all kinds of plants, machinery and machine parts, tools, apparatus, utensils, chemicals, raw materials and other substances.
9. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for scientific, technical, industrial, commercial research and experiments and to undertake and carry on all scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lecturer, exhibitions and conferences and by providing the remuneration for scientific or technical professors or teachers and by providing for award of scholarships, prizes and grants to the students, independent research workers and inventors or otherwise and generally to encourage, promote and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
10. To take part in the formation, of the business or operations of any company or undertaking having objects altogether or in part similar to those of the Company and for that purpose to appoint

and remunerate any Directors, Accountants or other experts or agents and to investigate and examine into condition, prospects, value, character and circumstances of the concerns and undertakings and generally of any assets property or rights.

11. To aid, pecuniarily or otherwise, any association, body or movement having for an object, solution, settlement or surmounting of industrial or labour problems or troubles or promotion of industry or trade.
12. To subscribe for, purchase or otherwise acquire and hold, sell, dispose of and deal in shares, stocks, debentures, debenture stocks, or securities of any authority, supreme, municipal, local or otherwise.
13. To act as Share registers of Public Limited Companies on such remuneration, terms and conditions as may be agreed upon from time to time between the Company and such Public Company.
14. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions objects or purposes or of any exhibition.
15. To provide for the welfare of directors, ex-directors employees or ex-employees of the company and the wives, widows, families or dependants of such persons any building or contributing to the building or bungalows, houses, dwellings or chawls or by grants or money, pensions, allowances, gratuities, bonus, or other payment or by creating and from time to time subscribing or contributing or to provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance and assistance as the company shall think fit.
16. To establish and maintain or procure the establishment and maintenance of any contributory, or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the company, or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors of officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or fund calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid & to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
17. To enter into partnership or into any arrangement for sharing of profits, union of interest, reciprocal concession or co-operation with any person, partnership or company and to promote, constitute, from all the purposes of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly, the objects thereof or for any other purposes which this company may think expedient. As also to pay for any property, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to give shares or stock of this company in exchange for shares or stock of any other company.

For MRO-TEK LIMITED

  
SRIVATSA  
CFO & Compliance Officer

18. To acquire by concession, grant, purchase amalgamation, barter, lease, licenses, or otherwise, either absolutely or conditionally and either solely or jointly with others, any tract or tracts of country, lands houses, farms quarries, water rights, way leaves and other works, privileges, rights and hereditaments and machinery, plant, utensils, trademarks and other movable and immovable property of any description whatsoever any any place or places in India or any foreign country and together with such rights as may be agreed upon and grated by Government of the Rulers or owners thereof and to spend such sums of money as may be deemed requisite and advisable in the exploration, survey, cultivation and development thereof.
19. To develop the resources of and turn to account any lands and any rights over to or connect with land belonging to or in which the Company is interested in particular by clearing, draining, fencing, irrigating, grazing and promoting irrigation and establishment of colonies and settlements
20. To carry on any other business (Whether Industrial, agricultural, trading, manufacturing or otherwise) anywhere in the world, which may seem to the company capable of being conveniently carried on in connection with any of the business or the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights and also to acquire, promote, and foster, subsidise or acquire interests in any industry or undertaking.
21. To Purchase, take on lease or in exchange or otherwise acquire either absolutely or by lease, license, concession, grant or otherwise howsoever and for any interest or estate, any lands, mines, mineral rights, easements, rights and privileges and to search for ores and minerals and mines and grant licenses for mining in or over many lands which may be acquired by the Company and to lease out any such lands for building or agricultural use and to sell, exchange, let or otherwise dispose of the lands, mines or other property of the Company, movable or immovable.
22. To search for and to purchase or otherwise acquire from any Government or State or Authority, any licenses, concessions, grants, decrees, rights, power and privileges whatsoever which may seem to the Company capable of being turned to account and in particular any water rights or concessions either for the purpose of obtaining motive power or otherwise and to work, develop, carryout, exercise and turn to account the same.
23. To sell or let out on hire all or any of the property of the Company, whether movable or immovable, including all and every description of apparatus or appliances, and to hold, use cultivate, work, manage, improve, carry on and develop the undertaking land and immovable and movable properties and assets of any kind of the Company or any part thereof.
24. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights (brevets d'inventions), licenses, protections, concessions, and Registered Trademarks which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
25. To take interest in promote and undertake the formation and establishment of such institutions, business or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interests of the Company and for that purpose to appoint and remunerate any Directors Accountants or other experts or agents to investigate and

- examine into the condition, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.
26. To amalgamate with any company or companies having objects altogether or in part similar to those of the company.
  27. To pay for any properties, rights or privileges acquired by the company either in shares of the company or partly in shares and partly in cash or otherwise.
  28. To work, construct, and maintain buildings, works and conveniences of all kinds suitable for any of the purposes of the Company.
  29. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, acquire or hire and deal in all kind of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
  30. To give guarantee in relation to the payment of any debenture, debenture-stock, bonds, obligations, or securities and to guarantee the payment of interest thereon or of dividends on any stock or shares of any company.
  31. To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based specifically appropriated for the purpose of any such trust and to settle and regulate and if through fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.
  32. To borrow or raise or secure the payment of money, or to receive money on deposits at interest from time to time for any of the purposes of the company by promissory notes or by taking credits from financial institutions or by opening current accounts with any person, firm, bank or bankers and whether with or without giving any security of goods or other articles, or by mortgaging, hypothecating, creating charge, or selling, or receiving advances on the sale of any lands, buildings, machinery goods or other property of the company or any part or by such other means as the company may in its absolute discretion deem expedient, and in particular by the issue of debentures, or debenture-stocks. Perpetual or otherwise charged upon all or any of the company's property and assets, (both present and future) including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
  33. To take all necessary or proper steps in any legislature (Central or Provincial or State) or with the authorities, Government, Local Municipal or otherwise of any place in which the company may have interests, and to carry on any negotiations and operations for the purpose of directly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest of its members and to oppose any steps taken by any person or company, which may be considered likely directly or indirectly to prejudice the interests of the company or its members.
  34. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company, and to remunerate any person or firm or Company for services rendered or to be rendered in introducing any property or business to the company or



in or about the formation or promotion of the Company or for any other reason which the Company may think proper.

35. To enter into an agreement for consideration with any industrial or manufacturing concern for the purpose of introducing and working scientific statistical quality control methods in such concern and also for the purpose of getting the products of that concern properly inspected for ensuring the required standard of quality of the products on behalf of the concern.
36. To enter into an agreement with any Government or authority, Municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions which the Company may think fit desirable to obtain and to carry out, execute and comply with any such arrangements, rights, privileges and concessions.
37. To draw, make, accept, endorse, discount, execute, issue and negotiate, deal with promissory notes, hundies, bills of exchange, bills of lading, railway receipts, warrants & other negotiable or transferable instruments of every description.
38. To accumulate funds, and to lend, invest, or otherwise employ moneys belonging to or entrusted to the company, upon any shares, securities or investments, upon such terms as may be thought proper, and from time to time vary such transactions in such manner as the Company may think fit.
39. (a) To invest and to deal with the surplus moneys of the Company in any investments, movable or immovable, in such manner as may from time to time seem expedient.  
  
(b) To lend money and to make advances, to make deposits with such persons, firms, companies and on such terms as may seem expedient and to participate to or with customers and other having dealings with the company and to guarantee the performance of contracts by any persons, firms or companies.
40. To sell and in other manner deal with or dispose of the undertaking of the Company or any part thereof for such consideration and generally upon such terms and conditions as the Company may think fit and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.
41. To promote any company for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose that may seem directly or indirectly calculated to benefit this company.
42. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, rehabilitating, improving, extending or maintaining any of the property of the Company or for redemption of debentures, or redeemable preference shares, or for any other purpose whatsoever, conducive to the interest of the company.
43. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part or the world and as principals, agents, contractors, trustees, agents or otherwise and either alone or in conjunction, with others.

For MRO TEK LIMITED

  
SRIVATSA  
CFO & Compliance Officer

44. To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with or dispose off all or any part of the property rights and concessions of the company for such consideration as the Company thinks fit.
45. To distribute among the Members of the Company in kind any property of the Company, and in particular and shares, debentures, or securities of other companies belonging to this Company or of which this company may have the power of disposing.
46. To establish, maintain, conduct, provide, procure, or make available services of every kind including organization methods, systems and procedures, control system, information system, cost control, personnel, selection, project planning, budgetary control, establishment of systems of mechanical accounting, interpretation of financial statements, industrial business, legal, management, secretarial, computers, specialised technical and non-technical expertise advice, medical services, telex, telephone, telegram, wireless message, transmission service, estate, land-lord, power generation, road, gutter, canteen, hotel, common estate management, etc., staff-quarters, construction, expenses, contractors, engineers, registrars, issue and invest, investment, brokers, suppliers, estate, freight insurance-brokers, catering contractors commercial, statistical, accountancy, social or other services and take such steps as may be necessary for the purpose.
- 4<sup>th</sup> The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5<sup>th</sup> The Authorised Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 5/- (Rupees Five only) each.

The Company has power from time to time to increase or reduce the capital and to issue any shares in the original or new capital as equity, or preferred and to attach to any clause or clauses of such shares any preference rights, privileges, or properties in payment of dividend subject to the same to any restrictions, limitations or conditions and to vary the regulations of the company as far as necessary to apportion the right to participate in profits in any manner.

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\*Altered vide Special Resolution passed through Postal Ballot by the members of the Company on 19<sup>th</sup> March, 2016.

For MRO-TEK LIMITED

  
SRIVATSA  
CFO & Compliance Officer

We, the several persons whose names and addresses and descriptions are subscribed below, are desirous of being formed into a Company in pursuance, of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, addresses, Descriptions and occupations of Subscribers	Number of Shares taken by each Subscriber	Names, Addresses and descriptions and occupations of Witnesses
<p>H Nandi 13, 10<sup>th</sup> Cross Jayamahar Extension, Bangalore 560 046</p> <p>S/o G M Nandi Business</p> <p>Sd/- H Nandi</p>	<p>Ten Equity Shares</p>	
<p>N K Rajasekar 88/1, Coles Road Fraser Town Bangalore 560 005</p> <p>S/o Late N Kannan Engineer</p> <p>Sd/- N K Rajasekar</p>	<p>Ten Equity Shares</p>	<p>M s Rajagopal No.61, 2<sup>nd</sup> Cross Gandhinagar Bangalore 560 009</p> <p>S/o Late M R Srinivasa Iyengar</p> <p>Chartered Accountant,</p> <p>Sd/- M S Rajagopal</p>
<p>Total No.of Equity shares taken</p>	<p>TWENTY</p>	

Dated at Bangalore on 4<sup>th</sup> February 1984.

For MRO-TEK LIMITED

  
SRIVATSA  
CFO & Compliance Officer