THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

UNIVERSAL HOUSE PRIVATE LIMITED

I. The name of the Company is **UNIVERSAL HOUSE PRIVATE LIMITED.**

II. The Registered Office of the Company will be situated in the state of MAHARASHTRA. That is within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

III. 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 ARE :

1. To carry on in India or abroad the business of Builders, Contractors, Developers, Promoters, Designers, Decorators, Furniture Consultants, Constructors, projects, infrastructures, brokers of all types of land, building & structures including roads, bridges, houses, flats, apartments, offices, godowns, warehouses, shops, factories, shed, hospitals, hotels, holiday-resorts, shopping-cum-residential complexes and to develop, erect, install, alter, improve, repair, demolish, remove, replace, maintain, construct, manage, buy, sell, lease, let on hire, commercialise, turn to account, fabricate, handle & control, all such land, buildings & structures, and to purchase, sale, or deal in all types of movable & immovable properties for development, or for resale.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :

2. To enter into, execute and fulfill all contracts, agreements and arrangements necessary or useful for any of the objects of the company with any government, semi-government, local authorities or others in India or elsewhere for the purpose of providing services & consultancy of all types to them on such terms and conditions as the Board of Directors deem fit from time to time.

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3. To secure, promote, organize, manage or enter into joint venture agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or elsewhere for the purpose of providing services & consultancy of all types such terms and conditions as the Board of Directors deem fit from time to time.

4. To apply for patents for the Company's inventions and to register trademarks, designs and patents in the name of the Company for the benefit of the Company and to sell, convey, assign, accept royalty for the same for such consideration as the Company thinks fit.

5. To pay for any property, rights, services, or benefits acquired by the company either in cash or by the allotment of fully or partly paid up shares of the Company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another on such terms and conditions as the company may determine from time to time.

6. To adopt pre-incorporation contracts entered into by the promoters with any person on behalf of the Company by way of ratification or substitution and to remunerate any person or company for services rendered or to be rendered to the Company for the formation or promotion of the Company or for the acquisition of any property, license, letter of intent, allotments, know how or similar thing by the Company.

7. To accept fees as consultants either and or by way of remunerations, commission, retainer or on such other basis as the company thinks expedient.

8. To take or concur in taking steps and preceding as may seem best calculated to hold and support the credit of the Company and obtain and justify the public confidence and to avert or minimise financial disturbances which might affect the Company.

9. To establish and conduct agencies and branches in any part of India and abroad for all or any of the purposes of the Company.

10. To create any depreciation fund, reserve fund, sinking fund, insurance fund and /or any other special fund, whether for depreciation or for retaining, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.

11. To place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.

12. Upon any issues of shares, debentures or other securities to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by issuing of shares, debentures or other securities of the

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Company or by granting options to take the same or in any other manner allowed by law.

13. To Invest and deal with the moneys of the Company not immediately required in moveable properties, shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government Securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

14. To borrow money either with or without security to or from persons upon such terms and conditions as the Company may think fit and to guarantee the performance of any contract by any person other than public deposit subject to the provision of the Companies Act u/s. 58A.

15. To apply for and take, purchase or otherwise acquire any monopolies, mineral concessions, industrial licenses, or privileges, patents, patent rights of inventions and trademarks, copy rights of secret processes which may be useful for the Company's objects and to work or dispose of or grant licenses to use the same.

16. To acquire by subscription, purchase or otherwise and to accept and take, hold or sell shares or stock in any company, society or undertaking, the object of which shall either in whole or in part be similar to those of this company or such as may likely to promote or advance the interests of this Company.

17. To enter and carry into effect any arrangement or joint working in business or for sharing profits or for amalgamation with any other Company or any partnership or persons carrying on business within or akin to the objects of this Company.

18. To distribute in specie or otherwise as may be resolved any assets of the Company amongst the members and particularly the shares, debentures, and other securities of any other Company formed to take over the whole or any part of the assets or liability of this Company.

19. To procure recognition for the Company in India & in any part of any foreign country or place.

20. To act as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

21. In furtherance of the aforesaid objects of providing technical know-how and rendering consultancy services among other things :
To enter into negotiations with and enter into arrangements and contracts and conclude same with foreign and/or Indian parties and other person for.(i) Transfer of all or any rights in respect of a patent, invention model, design, secret formula process or similar property, (ii) imparting of any information concerning the working of, or the use a patent, invention,

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model, design, secret formula or process, or similar property, (iii) Granting use of any patent, invention, model, design, secret formula or process, or similar property, and (iv) imparting of any information concerning industrial, commercial or scientific knowledge, experience or skill and

To receive compensation for providing such technical know-how, consultancy services, patent rights, privileges, either by shares and partly in cash or otherwise.

22. To acquire real or leasehold estate and to purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and Directors, machineries, engines, plant and appliances as may be considered requisite for the purpose of carrying on the above business of the Company or any part thereof.

23. To sell, improve, manage, develop, exchange, lease, rent, mortgage, enfranchise, abandon, dispose of, turn to account or otherwise deal with all or any part of the property and right of the Company.

24. To borrow or raise secure the payment of money or to receive money on deposit other than public deposit at interest for any of the purposes of the company and at such time and from time to time and in such manner as may be though fit and in particular by the issue of debentures, or debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debenture and debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company presents or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sell and other powers as may seem expedient and to purchase, redeem, or pay off any such securities, and also by a similar mortgage, charge or lien or secure and guarantee the performance by the Company or any other person or Company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949, Subject to the provisions of Sec. 58A and RBI directives.

25. To form, constitute, float lend money to assist and control similar companies, associations or undertaking whatsoever.

26. To establish, provide, maintain and conduct or otherwise subsidise, assist research laboratories and experimental workshops for scientific and technical research and experiments, and undertake and carry on all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing subsidising endowing or assisting laboratories, workshops libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and providing for the award or exhibitions, scholarship, prizes and grants to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations experiments, tests and inventions of any kind that may be considered likely to assist any of

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the business which Company is authorised to carry on.

27. To establish, promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares, business capable of being conducted.

28. To Purchase and or otherwise acquire all or any part of the property, assets, goodwill and liabilities of any firm, company, society, partnership, Association of Persons or persons formed for all or any part of the purposes within the objects of this company and to conduct expand on to liquidate and wind-up any such business.

29. To enter into any agreement with any government or authorities, central, state, municipal, local or otherwise, public or quasi-public bodies that may seem conducive any of the objects of the company and obtain from any such government or authorities and rights privileges and concession which the company may think it desirable to obtain and to carry out exercise and completely with any such arrangements, rights, privileges and concessions and dispose off or turn to account the same.

30. To pay all cost charges and expenses incurred or sustained in or about the promotion and establishment of the company or which the Company shall consider to be in the nature of preliminary expenses including therein the expenses of traveling and the costs of advertising commission for underwriting brokerage, printing and stationery and expenses incidental upon the formation of agencies, branches, local and abroad.

31. To appoint stockiest, distributors, Franchisees, agents, brokers for the achievement of the Main Object.

32. To organise /participate in Seminars, Trade-Fairs, Exhibitions, Public Shows, Audio Visual programme, events for the achievement of the main object and to sponsor or get sponsorship for the same.

33. For the purpose of the business of the company to set up offices, branches and to acquire such premises as may be deemed necessary for future expansion there-of and also to take necessary licenses and permissions from the concerned departments for manufacturing and also to have trademarks and patents.

34. To incorporate, float firm, constitute and promote any partnership firm, company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for carrying on any business which this company is authorised to carry on or any other purpose which may seen directly or indirectly calculated to benefit this company.

35. To adopt such means for making known the business and/ or products of this company or any company in which the company is interested as its principle agents, representatives or in any other way by advertisements and publicity in press, periodicals, magazines; through

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cornerslides and films by issue of circulars, posters, calendars, showcards, playing cards, gifts complementaries, hoardings; by radio programmes and T.V. programmes; by exhibitions, sponsorship of games, sports activities, cultural or other programmes; by publications of books & periodicals; by purchase and exhibition of work of art or interest; by granting prizes, rewards and donations or in any other matter as the board of directors may think fit.

36. To accept stock or shares or in debentures, mortgage debentures of other securities of any other Company in payment or part payment for any services rendered or for any sale made to or any debt owing from any Company or person.

37. To obtain loans from financial corporations, institutions, Banks, firms and persons and execute deeds for mortgaging properties movable or immovable as and when required for the benefit and development of the Company.

38. To advance and lend money upon such security as may be thought proper, or without taking any security therefore and to give credits to such persons and upon conditions as the company may think fit but the company shall not do banking business defined under the banking regulation Act. 1949.

39. To enter into partnership or into any arrangements sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise or collaborate with any person or Company.

40. To place to reserve or to distribute as bonus shares among the members, or otherwise to apply as the company may from time to time think fit, any money received by way or premium on shares, issued at a premium by the Company and money received in respect of forfeited shares.

41. To procure the recognition of the Company in India, to establish and regulate agencies for the purposes of the company's business and to apply or join the applying to Government, Local, Municipal or other authority or body for concessions, orders, rights or privileges that may seem conductive, to the Company's objects or any of them and to oppose any proceedings of application which may seem calculated directly to prejudice the Company's interests.

42. To remunerate any corporation or person whether a director of the Company or not in the form of brokerage, commission, royalty for technical know-how and for others or otherwise for any services rendered to the company or for introducing business, obtaining subscriptions of or guaranteeing the subscriptions of or placing or assisting in placing the shares debentures, stocks on securities of the company or association promoted by this Company or in which it is interested or otherwise assisting or rendering services to the Company.

43. To insure the whole or any part of the property risk or profits of the company either fully or partially, to protect and indemnify the company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part of portion thereof

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either on mutual principle or otherwise and to apply all preliminary, incorporation and undertaking expenses.

44. To open account or accounts with any Bank or Banks and pay into and withdraw money from such account or accounts.

45. To undertake or arrange for the writing and publication books, magazines, journals or pamphlets on subjects of common or special interest to the business of the Company.

46. To sell exchange mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights, and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid-up, or securities of any other Company.

47. To Purchase take on lease or in exchange, hire and otherwise acquire any movable or immovable property, patents, licenses, rights and privileges and in particular any land, tenements, buildings and easements and to sell, let, lease, mortgage, abandon or dispose off or otherwise deal with all or any part of the property and rights of the company for the business of the company.

48. To engage, employ, suspend and dismiss, executives, agents, managers, superintendent, assistants, clerks, coolies and other servants and laborers and to remunerate any such persons at such rate as shall be thought fit to grant bonus, compensation, pension or gratuity to any such persons or to his widow or children and generally to provide for the welfare of all employees.

49. To design, develop, promote, launch or establish websites or portals to provide own information to general public for the promotion of business and commerce under one or more domain names.

50. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and thinks as may be necessary to give effect to the amalgamation, absorption or merger.

(C) THE OTHER OBJECTCS : (Not included in A & B above)

51. To carry on the business of mining, minerals, ores, queries and to deal in their machines, tools, parts, fittings and to provide services, repairs.

52. To carry on of the businesses of merchants, importers, exporters, buyers, sellers, exchangers, lessors, lessees, licensors, licensees, dealers, operators, stockiest, suppliers, distributors, wholesalers, retailers, repairers, and servicemen of and to service, lease, rent, maintain, assemble, alter, refurnish, store, sell and warehouse turbine and/or generator spare parts, components, equipments, construction & mining machineries and sub-assembles.

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53. To promote, establish, develop, own and run industries, projects, enterprises for processing and preservation of agricultural produce, forest produce and products of pisciculture, sericulture, apiculture.

54. To carry on the business of all types of office and domestic equipment's, stationery, printers, industrial machinery and equipments, cooling systems, electrical systems, accounting systems, communication systems, medical and surgical equipments.

55. To carry on the business of iron and steel, iron masters, steel makers, steel converters and all types of goods, articles, products made of iron and steel and other allied products.

56. To carry on the business of all types of coal and coal products, domestic and industrial gases, petroleum and its products, fuels and to generate and distribute electricity and other motive power.

57. To carry on all or any of the business related to the resident advisory engineering services and maintenance services on steam, gas turbines and/or generators located at customer power generation plants.

58. To provide and render engineering services, repair services, operation and maintenance services, skilled labour services, overhauling services, diagnostic and trouble shooting services, installation, procurement services, consulting services, advisory services, merchandising services, and other services of every description and kind in hydro, nuclear, steam, gas, diesel generator and non-conventional energy segment on equipments of all kind and description including turbines, generators, transmission and switchgear equipments, steam generators, motors, condensers, all electric machines, accessories or auxiliaries related thereto as an EPC contractor, main contractor, sub contractor, owner, consultant, trader, principal, agent, representative or in any capacity.

59. To carry on in India or abroad the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in all types of power, electric power, coal power, esteem power in all its branches at such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, atomic power plants, wind power plants, solar power plants, captive power plants and other plants based on any source of energy as may be developed or invented in future and to enter into EPA with State Electricity Board.

60. To carry on in India or abroad the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, adatia, stockist, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of present and future ores, minerals, deposits, goods, substances & materials, including sands, stones, soils, chalk, clay, china, clay, bentonite, boryles, calcite and coal, lignite, rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica,

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apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, slilicon, brass and other allied materials, by-products, mixtures, blends, residues & substances.

IV. The Liability of the members is limited.

V. (a) The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rs. One Lakh only) divided into 1,000 (One Thousand Only) Equity Shares of Rs. 100/- (Rs. One Hundred Only) each.

(b) The minimum Paidup Capital of the Company shall be Rs. 1,00,000/- (Rupees One Lakh Only).

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We, the several persons whose names and address and descriptions are subscribed hereunder 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 to our respective names.

Name , Address, description and occupation of each Subscribers	Number of Equity taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation
1. Ashish Kalode S/o. Arun Kalode 1, Sneha Nagar Colony, Opp. Joggers Park, Sneha Nagar, Wardha Road, NAGPUR-440015 Occ.: Business	500 (Five Hundred Only)	Sd.	Witness to all Milind Kanade s/o. Sharadchandra Kanade Plot No. 162 Vivekanand Nagar, Wardha Road, Nagpur-440015 Occ : Chartered Accountant
2. Sanjay Kulkarni S/o. Sudhakar Kulkarni Plot No. 95-96, Sunraj Kuber Appts., Shankar Nagar NAGPUR-440010 Occ.: Business	500 (Five Hundred Only) Only)	Sd.	
Total :	1000 (One Thousand)		

Place : NAGPUR

Date : 06/11/2012