

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
HVAX TECHNOLOGIES PRIVATE LIMITED

- I. The name of the Company is **HVAX TECHNOLOGIES PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the State of **Maharashtra** in i.e. within the jurisdiction of the 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 AS FOLLOWS:
 1. To carry on the business of setting up turnkey projects and units with using the equipments like Air Handling Units, ducting, Insulation, piping work, ventilators and air conditioners and other accessories and ancillaries equipments.
 - B. OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:
 2. To repair, service (including entering into Annual Maintenance Contracts), alter; deal, clean any goods from time to time belonging to company for the attainment of main objects.
 3. To develop and/or innovate new tools, methods, processes, machines, apparatus or products and obtain rights of patent thereof for their exclusive or partial use by the Company, or sell the rights or patents for such innovations in part or wholly otherwise.
 4. To use, work, manage, improve, carry on, develop and turn to account the undertakings, lands, buildings, rights, privileges, property and assets of any kinds of the Company or any part thereof.
 5. To do the matters hereby authorized either alone or in conjunction with or as factors, trustees or agents for any other companies or persons or by or through any factors, trustees or agents.

6. To establish, promote, form, subsidies, aid, acquire, organize, or be interested in any other company or companies, partnership firm, body corporate having similar objects.
7. To act as trustees for debenture holders, bond holders, mutual funds and other purposes herein mentioned
8. To promote, organize, manage, hold, dispose off or deal with shares or securities of Unit Trust or other mutual funds whether of fixed or variable character.
9. To facilitate and encourage the creation, issue or conversion of debentures, debenture-stock, bonds, obligations, shares, stocks and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings of the Companies.
10. To purchase, take in exchange or on lease, rent, hire, lease out, occupy, allow to be occupied or otherwise and use any freehold, leasehold, or other immovable property and any lands, forests, plantations, estates, shops, warehouse, showrooms, workshops, offices, buildings, premises, works, plant and machinery, stock-in trade, waterways, easements, or other rights or interest in any land, buildings, and premises or any other immovable or movable, real, or personal property or right which the Company may think necessary or convenient for the purpose of its business, either in consideration, of a gross sum or of a rent charged in cash, services or kind or on perpetual lease rent or partly in one way and partly in another or others.
11. To borrow or raise money, at interest other than public deposit, or otherwise in such manners as the Company may think fit and in particular by the issue of debentures or debenture stock, bonds, securities or otherwise including debenture or debenture stock convertible into shares of this or any other company or companies or perpetual annuities and issuable or payable at par, or at a premium or discount and in security of any such money so borrowed, raised or received, to mortgage, hypothecate, pledge, securities, or charge the whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital by special assignment or otherwise and to transfer or convey the same absolutely or in trusts and to give the lenders' power of sale and other powers as may seem expedient and to buy, redeem, exchange, vary, extend or units off and from time to time re-issue any such securities. But the Company shall not do any banking business as defined in the Banking Regulations Act, 1949 subject to the provisions of section 58-A and directives of Reserve Bank of India.
12. To secure or discharge any debt or obligation of, or binding on the Company in such manner as may be thought fit and in particular by sale, mortgage and/ or charge, exchange, lease or license, upon the understanding and all or any of the assets and property (present and future) and the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, of debentures, debenture stocks, or other securities of any description or by the issue of shares credited as fully or partly paid-up.

13. To enter into joint venture or to collaborate with Indian or foreign individuals, firms, companies, or corporations or bodies corporate, for acquiring or offering technical know-how, or to employ foreign technicians, experts, advisers, consultants, engineers, workmen, solicitors, advocates, insurers, advertisers selling and buying agents and/or others on a contract.
14. To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property, rights, assets, and liabilities of any person, firm, association, society, company, or corporation carrying on any business which the Company is authorised to carry on or suitable for the purpose of the Company and to pay for the same by shares or debentures or by any other securities of this Company, or by cash or otherwise, or partly in one way and partly in another way and to conduct, expand and develop or wind- up and liquidate such business and to purchase and take steps for the acquisition of existing and new licenses in connection with any such business.
15. To amalgamate with any other Company having objects altogether or in part similar to those of the company.
16. To apply or join in applying to any central or state Governments, local improvement trust, municipalities or local board or other authority or body, national or foreign for and to obtain or in any way assist in obtaining any act of parliament, laws, decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other company or for enabling this or any other company's constitutions to oppose any proceedings, or applications or any other company to be legalised, registered or incorporated if necessary in accordance with the laws of any country, state or place in which it may propose to carry on operation to establish , and maintain any agencies, of the Company and to open and keep a foreign register or registers of this or any other company in any foreign country and to allocate any shares in this or any other company to such register or registers.
17. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal, concession, licenses, or otherwise, with any person, firm, association, society, company, or corporation and to give any person, firm, or company, special rights, licenses and privileges in connection with the above.
18. To enter into any contract or arrangement with any Government, semi government, Government department, 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.

19. To invest and deal with the moneys of the Company not immediately required in immovable properties, shares and stocks, bonds, debentures, obligation or other securities and in such manner as may from time to time be determined by the directors and particularly by way of advance or deposit with or without interest to any person, firm, company, corporation, financial institution or bank/s.
20. To take or otherwise acquire and hold, sell, exchange, mortgage, charge, or otherwise deal with shares or stock of any other company having objects altogether or in part similar to those of the company.
21. To employ experts to investigate and examine into the conditions, prospectus, value, character and circumstances of any business, concerns and undertakings and of any assets, property or rights.
22. To improve, manage, develop, mortgage, charge, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose all or any part of the business, immovable or movable property/stock in trade, rights and effects for the time being of the Company in such manner, on such terms and for such purposes as the Company may think fit and as to any sale of real property either in consideration of a gross sum or of a rent or otherwise and to sell, transfer, or dispose of the whole undertaking of the Company or any part thereof, for cash or such other consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company, or other wise.
23. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as may be determined.
24. To communicate with Chambers of Commerce and other mercantile and public bodies in India and elsewhere, and concert and promote measures for the protection and advancement of trade, industry commerce and other facilities.
25. To remunerate any person, firm, company or association of persons for services rendered or to be rendered to or on behalf of the Company.
26. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, copy rights, brevets d'invention, recipes, trademarks, concessions, formulae, licences, designs, and the like conferring any exclusive or non-exclusive or limited right of use, or any secret or other information as to any invention, process, or privilege which may seem capable of being used for any of the purpose of the Company, to use, exercise, develop, manufacture, under, or grant licences or privileges in respect of or otherwise to turn to account the property rights, or information, use or licence so acquired, and to subsidise, take part in or assist in any experiments investigations and researches likely to prove beneficial to the company.

27. To provide for the welfare of any of the employees or past employees or to the Directors or ex-directors and the wives, widow, families, dependents, or connections of such persons by grants of money, donations, allowances, bonuses, or other payments, from time to time; or by creating and from time to time subscribing to provident fund and other funds, institutions, associations, or trusts, and by providing, subscribing or contribution towards places of recreation, schools and other educational institutions, hospitals, dispensaries, medical and other attendance's or building of dwelling house or quarters or in similar other manner as the Company may think fit.
28. To draw, make, issue, endorse, negotiate, execute or discount bills of exchange, cheques, promissory notes, drafts, clean bills, hundies, bills of lading, railway receipts, warrants, debentures, and other negotiable or transferable instruments or documents of title and to buy or sell or deal in the same.
29. To open current, overdraft, loan, cash credit deposit or saving bank account in India or abroad with any bank, financial institution, and to draw and endorse cheques, pay-slips, telegraphic transfer, electronic transfer and to withdraw money from such account and otherwise to operate same.
30. To promote and form and to be interested in and get hold of and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such company.
31. To pay out of the funds of the Company all expenses of and incidental to the promotion, formation, organisation, registration, advertisements and establishments of the Company and the issue and subscription of shares or loan capital including brokerage and/ or commission in respect thereof and also all expenses attending the issue or any circular or notice and the printing, stamping, circulation of proxies and forms to be filled up by the member of the Company.
32. To pay all the costs, charges and expenses of and incidental to the issue of its share capital, debenture or any other securities including any underwriting or other commission, brokerage, fees, advertisements, printing and stationery, solicitors charges, and to remunerate by cash or by way of allotment of fully or partly paid-up shares, to any person, firm or company for services rendered or to be rendered in introducing any property or business or in placing, assisting, or guaranteeing the subscription of any shares, debentures, debenture stock, or any other securities of the company or for rendering services for the formation, promotion or incorporation of the company or for any other reason which the Company may think proper.
33. To pay all expenses, cost, charges for attending the issue or any circular or notice and the printing, stamping, circulation of proxies and forms to be filled up by the member of the Company.

34. To adopt and accept, various contracts, agreements and documents after incorporation of the Company, entered in to by its promoters, person, firm or company before Incorporation of the Company and to remunerate such promoters, person, firm or company by cash or by way of issue of Company's shares and other securities as the Company may deem think feet.
35. Subject to the provisions of the Companies Act, 1956 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 of premium on shares or debentures, bonds or other securities issued at premium by the Company.
36. To insure against loss of money, principal and interest lent, invested or secured as mortgage, debenture deposit and other securities and loans of every kind and to banking, property, investment or financial companies.
37. To establish, maintain and conduct or discontinue or close agencies and branches and appoint representatives, agents, stockists, distributors, dealers and brokers in any part of the world for the conduct of the business of the company.
38. To employ or otherwise appoint computer software expert, technical experts, engineers, management consultants, accountants, valuers, lawyers, and other skilled, semi skilled and unskilled labour for any of the purpose of the business of the Company and to pay and remunerate persons so engaged.
39. Subject to the provisions of the Companies Act, 1956, to distribute any of the property of the Company amongst the member in specie or in kind in case of winding up of the Company.
40. To subscribe to or otherwise aid benevolent, charitable or other institutions or objects of a public character or which have any moral or other claim or support on aid by the Company by reason of the locality of its operations or otherwise.
41. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other Special Fund, whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
42. To refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representative or between the Company and third parties to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters, and things to carry out or enforce the wards.
43. To procure or recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.

44. To apply for and to obtain license, permission or any other approval from central government, government bodies, state, local authority, municipal and such other agencies related to getting and using satellite link for up linking or down linking or any other mode of telecommunication link (whether now known or hereafter devised), whether in India or abroad for the purpose of the Company's business.
45. To do the above things in all or any of the State in India and/or in any part of the world and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to do all such other things as are conducive or incidental for the attainment of the above objects or any of them.
46. To indemnify officers, Directors, Agents, and employees of the Company against proceedings, costs, damages, claims, and demands in respect of anything, done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.

C OTHER OBJECTS:

47. To carry on business, and to act as merchants, bankers, traders, commission agents, or in any other capacity in India and Europe, or elsewhere, and to Import, export, buy, sell, barter exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.
48. To establish or acquire and carry on trading stations, factories, stores and depots in India or elsewhere, and to purchase, lease or otherwise acquire, carry on, develop and improve any business, or any real or personal property in India, Europe or elsewhere, or any undivided or other interest whatsoever therein respectively.
49. To apply for, acquire, and hold privileges, monopolies, licenses, concession, patents, or other right or powers from the Indian Government, or any other Government or state, or any potentate or local or other authority in India or elsewhere and to exercise, carry on and work any powers, rights or privileges so obtained, and to constitute or incorporate the Company as an anonymous or other society 9in any foreign country or state.
50. To grant licenses or concessions over or in respect of any property or rights of the Company.
51. To apply any of the funds of the Company towards investigation or experiments in manufacturing various kinds of goods, produce articles and merchandise imported or exported by the Company or otherwise in any direction calculated to enhance the value of the Company's property or to further the company's reputation or to benefits its business or extend its sphere of operation , and also to apply any such moneys at

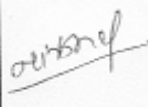


the discretion of the Company in the form of subscriptions, contributions, or otherwise to any Society, Association, Company or person.

52. acquire and hold one or more membership in stock / security exchanges, trade associates, commodity exchanges, clearing houses, or association or otherwise in India or any part of the world, to secure membership privileges therefrom and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers, or commodity dealers or any other association membership of which will or is likely in any way to facilitate the conduct of the Company's business.
53. To study and advise Government in formulating incentive schemes to attract industries, investments.
54. To carry on the business of consultants, advisors, experts, analysts and researchers in the field of finance including credit analysis and assessment and capital and money market research and information services.
55. To carry on the business of providing all services to any persons, company, corporation, body corporate (wherever incorporated), governments, municipalities or any statutory authorities and to process, modify, alter, rectify and/or to correct all types of data, information, forms and documents whether received through internet or through any other mode of communication and to provide voice based customer services for all types of businesses and to provide all types of services and facilities including providing space, equipment, human resources, maintenance and other services to various software development and BPO companies and any other services as may be required for conducting the business and to carry on the business of transaction processing for all types of businesses, for any persons, companies, bodies corporates, governments, municipalities or any statutory authorities, wherever situated.

IV. The liability of the Members is limited.

- V.a The Authorized Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lakhs only) divided into 50,000 (Fifty thousand) Equity shares of Rs. 10/- (Rupees Ten) each.
- V.b The paid up capital of the Company shall be Rs. 5,00,000/- (Rupees five Lakhs only) divided into 50,000 (Fifty thousand) Equity shares of Rs. 10/- (Rupees Ten) each.

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

Name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each	Signature Of Subscriber	Signature of Witness: His name, address, description and occupation
NIRBHAYNARAYAN SINGH S/O. SUDARSHAN SINGH 603, DELPHI, THIRUONG RESIDENCY, CLUB ROAD, KHADAKPADA, KALYAN - 421301 DIST - THANE STATE - MAHARASHTRA OCCUPATION - BUSINESS	25,000 (TWENTY FIVE THOUSAND)		 WITNESS TO ALL CA. KATLASH RAMRAHJI > ANT S/O. Chanderlax Ramrahiyoni, 602, A/TYPE, madhav Sanku Umat, CHS, Khadakpada, Kalyan - 421301 Occupation :- Professional
PRAYAGWATT MISHRA S/O - VIJAYKUMAR MISHRA 301, L2, RAJUPATINATH, MADHAVJANKALP, KHADAKPADA, GANDHARE, KALYAN - 421301, DIST - THANE STATE - MAHARASHTRA OCCUPATION - SERVICE	25,000 (TWENTY FIVE THOUSAND) 50,000 (FIFTY THOUSAND)		

Place: Mumbai

Date : 11/11/2010