

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the
requirements on application for
registration of a company

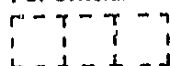
41a

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full name
of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number



1766304

Name of Company

AGRO LODGE LIMITED

I, Ashok Kumarof 68 Abercorn Crescent, Harrow, Middlesex

do solemnly and sincerely declare that I am a person named as Secretary in the
Statement delivered under Section 21 of the Companies Act 1976.
 of AGRO LODGE LIMITED

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

and that all the requirements of the Companies Acts 1948 to 1980
 in respect of the registration of the said company
 and of matters precedent and incidental thereto have been complied with.
 And I make this solemn Declaration conscientiously believing
 the same to be true and by virtue of the provisions of the
 Statutory Declarations Act 1835

Declared at 41 Rosebery Avenue
Harrow, Middlesex

Signature of Declarant

the 7th day of October
 One thousand nine hundred and 83

before me

[Signature]
 Solicitor having the powers conferred on a
 Commissioner for Oaths

Presentor's name, address and
 reference (if any):

For official use

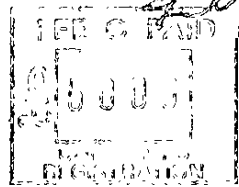
New companies section

Post room

ELK REGISTRARS LTD.
 68 ABERCORN CRESCENT
 HARROW, MIDDLESEX
 TEL: 01-864 1465



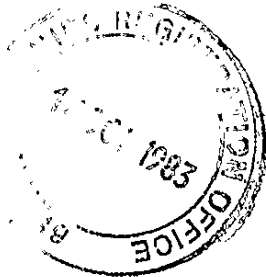
THE COMPANIES ACTS 1948 TO 1981



COMPANY LIMITED BY SHARES

1766304/3

MEMORANDUM OF ASSOCIATION
OF



AGROLODGE LIMITED

- A. The Name of the Company is *Agrolodge Limited*
- B. The Registered Office of the Company will be situate in England.
- C. The objects for which the Company is established are:-
1. a) To carry on all or any of the following businesses; manufacturers, agents, factors, distributors, wholesale and retail dealers, importers and exporters, mail order specialists and general merchants in and of all kinds of accessories for cars, lorries and other vehicles, roof racks, luggage racks and other fittings and structures designed for the carrying of luggage or other goods, fittings, tools, implements, instruments, components, assemblies, tyres and tubes, motor and engine parts, batteries, plugs, gaskets, lamps, bulbs, mirrors and other equipments for vehicles and craft of every description, cleaning and degreasing equipment, chemicals, ironmongery and hardware generally, plant, apparatus, machinery and appliances, precision and other engineering items and products, vehicles and craft of all kinds whether mechanically propelled or otherwise, industrial trucks and trolleys, industrial and other kinds of packaging and aspects of engineering and construction, inventors, research and development engineers, draughtsmen and designers, metal-workers and workers in all other kinds of substances, planners of industrial and other schemes and projects, hireres out of all kinds of equipment, and all businesses of a like nature.
 - b) To by, sell, import, export, manufacture and deal in all kinds of goods stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.



See £800
200047.
(16 x 16)

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.

3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to joint with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing

6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person firm or company, or for subsidising or otherwise assisting any such person, firm, or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debenture Stock, or Securities so received.

7. To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve and patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respects of, or otherwise deal with all or any part of the property and rights of the Company.

9. To lend money or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is

considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or futuro), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

11. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

12. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any person, firm, company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

15. To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

16. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

17. To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company. and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

18. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

19. To promote any other company for the purpose of acquiring the whole or any part of the businesses or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

20. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks, or other Securities of this Company.

23. To purchase the Company to be registered or recognised in any part of the world.

24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

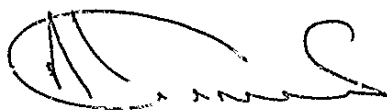
D. The liability of the Members is limited.

E. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed 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 AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber



ASHOK KUMAR

ONE

68 Abercorn Crescent,
South Harrow,
Middlesex.

Chartered Secretary



KAMLESH KUMAR

ONE

68 Abercorn Crescent,
South Harrow,
Middlesex.

Secretary

DATED 7th October 1983

WITNESS to the above Signatures:-



VIJAY KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

1766304

14

ARTICLES OF ASSOCIATION OF

AGROLODGE LIMITED.

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company.

2. Regulations 3,10,11,24,53,75,79 and 99 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a private limited company within the meaning of the Acts and accordingly no shares or debentures of the Company shall be offered to the public.

SHARES

4. Subject to the provisions of Articles 5 and 6 hereof, the Directors are authorised pursuant to Section 14 (1) of the Companies Act 1980 to allot shares up to the amount of the authorised but unissued share capital of the Company from time to time to such persons upon such terms and in such manner as they think fit, provided that no shares shall be allotted at a discount.

5. The authority conferred upon the Directors by Article 4 hereof shall expire five years from the date of incorporation of the Company, unless previously revoked, varied or renewed by an Ordinary Resolution of the shareholders, but upon expiration of such authority, the Company may resolve by Ordinary Resolution to renew such authority subject to such conditions as the Company may impose.

6. The provisions of Section 17 (1) of the Companies Act 1980 shall apply to the Company, except insofar as such provisions may be excluded from time to time by Special Resolution of the shareholders pursuant to Section 18 of the said Act.

7. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

(A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;

(B) purchase its own Shares (including any redeemable Shares);

(C) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

LIEN

8. The lien conferred by Regulation 11 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

9. The Director may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

GENERAL MEETINGS

10. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two Members present in person or by proxy shall be a quorum.

DIRECTORS

11. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

12. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

13. Provided that he shall declare his interest in any contract or transaction, a Director may vote as a Director in regard to any such

contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted; and Regulation 84 of Table A shall be modified accordingly.

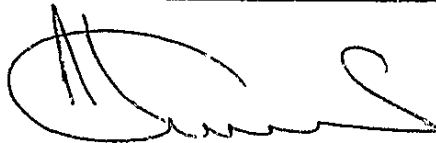
ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS



ASHOK KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

Chartered Secretary



KAMLESH KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

Secretary

DATED 7th October 1983

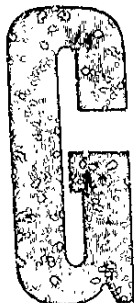
WITNESS to the above Signatures:-



VIJAY KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

1



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1700304/5

Name of Company

AGROLOGE	Limited*
----------	----------

The intended situation of the registered office of the company
on incorporation is as stated below

68 Abercorn Crescent,
Harrow, Middlesex

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

Elk Registrars Limited
68 Abercorn Crescent,
Harrow, Middlesex

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):Elk Registrars Limited
68 Abercorn Crescent,
Harrow, Middlesex

01 864 1465 OR

01 423 4990

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Name (note 2)	Kamlesh Kumar	Business occupation
		Secretary
Former name(s) (note 3)		Nationality
Address (note 4)	68 Abercorn Crescent, Harrow, Middlesex	Indian
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
None		
I hereby consent to act as director of the company named on page 1		
Signature		Date 7.10.83

Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Ashok Kumar
Former name(s) (note 3)	
Address (notes 4 & 7)	68 Abercorn Crescent, Harrow, Middlesex
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 7.10.83

Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Signed by or on behalf of the subscribers of the memorandum*

Signature [Subscriber] [Agent]† Date 7.10.83

* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signature [Subscriber] [Agent]† Date 7.10.83

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1766304

I hereby certify that

AGROLODGE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

1ST NOVEMBER 1983

O. Chamberlain
MISS O. CHAMBERLAIN

an authorised officer

Number of Company: 1766304

18

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to S.141 (2) of the Companies Act 1948)

OF AGROLODGE LIMITED

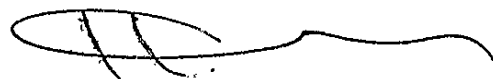
PASSED ON 21st November 1983

At an EXTRAORDINARY GENERAL MEETING of the
above named Company, duly convened and held
at 68 Abercorn Crescent, Harrow, Middlesex.
on 21st November 1983

the subjoined Special Resolution was duly passed:

RESOLUTION

THAT the existing Memorandum and Articles of
Association of the Company be and are hereby
replaced by the attached Memorandum and Articles
of Association.



K. Kumar
Director

=====

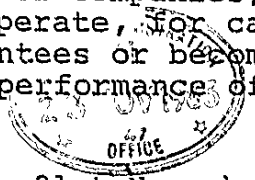


COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
AGROLODGE LIMITED

- A. The name of the Company is Agrolodge Limited.
- B. The registered office of the Company will be situate in England.
- C. The objects for which the Company is established are:-
1. a) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or any interest therein.
 - b) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, framers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers.
 - c) To carry on all or any of the businesses of hire purchase financiers, and hire purchase consultants, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, and to provide credit facilities for such persons, firms or companies, and on such terms as may seem expedient; to operate, for cash or credit, discount stores; to give guarantees or become security for the payment of money or the performance of any obligation or undertakings.

(As altered by Special Resolution passed on 21st November 1983)



2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.
3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.
4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
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7. To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
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or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

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13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
14. To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
15. To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
16. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
17. To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

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19. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
20. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
23. To procure the Company to be registered or recognised in any part of the world.
24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

- D. The liability of the Members is limited.
- E. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed 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 AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

ASHOK KUMAR

ONE

68 Abercorn Crescent,
South Harrow,
Middlesex.

Chartered Secretary

KAMLESH KUMAR

ONE

68 Abercorn Crescent,
South Harrow,
Middlesex.

Secretary

DATED 7th October 1983

WITNESS to the above Signatures:-

VIJAY KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AGROLODGE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company.
2. Regulations 3,10,11,24,53,75,79 and 99 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a private limited company within the meaning of the Acts and accordingly no shares or debentures of the Company shall be offered to the public.

SHARES

4. Subject to the provisions of Articles 5 and 6 hereof, the Directors are authorised pursuant to Section 14 (1) of the Companies Act 1980 to allot shares up to the amount of the authorised but unissued share capital of the Company from time to time to such persons upon such terms and in such manner as they think fit, provided that no shares shall be allotted at a discount.
5. The authority conferred upon the Directors by Article 4 hereof shall expire five years from the date of incorporation of the Company, unless previously revoked, varied or renewed by an Ordinary Resolution of the shareholders, but upon expiration

of such authority, the Company may resolve by Ordinary Resolution to renew such authority subject to such conditions as the Company may impose.

6. The provisions of Section 17 (1) of the Companies Act 1980 shall apply to the Company, except insofar as such provisions may be excluded from time to time by Special Resolution of the Shareholders pursuant to Section 18 of the said Act.
7. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-
 - (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof.
 - (B) purchase its own Shares (including any redeemable Shares).
 - (C) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

LIEN

8. The lien conferred by Regulation II of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

9. The Director may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

GENERAL MEETINGS

10. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two Members present in person or by proxy shall be a quorum.

DIRECTORS

11. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

12. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.
13. Provided that he shall declare his interest in any contract or transaction, a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted, and Regulation 84 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

ASHOK KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

Chartered Secretary

KAMLESH KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

Secretary

DATED 7th October 1983

WITNESS to the above Signatures:-

VIJAY KUMAR

68 Abercorn Crescent,
South Harrow,
Middlesex.

Number of } 1766304
Company }

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

AGROLODGE LIMITED

Passed: 24 November, 1983.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the registered office.

on the 24 day of November, 1983, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

"That the company's shares capital be increased by the creation of 49,900 Ordinary Shares of £1 each, such new shares to rank *Pari Passu* in all respects with the existing Share Capital of the Company".

Signature

[Signature]

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

Oyez The Solicitors' Law Stationery Society pic, Oyez House, 217 Long Lane, London SE1 4PU

Companies 7



F2344 9-83

10

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

112

1766304

Name of Company

AGRO LODGE

Limited*

*delete if
inappropriate*delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 24 November 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 49,900 beyond the registered capital of £ 100A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900	Ordinary	£1.00

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf*delete as
appropriate

Signed

[Signature]

[Director] [Secretary]† Date 24 November 1983Presenter's name, address and
reference (if any):For official use
General section

Post room





COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete legibly, preferably in black type, or bold block lettering

For official use box

1766304

Name of company

* insert full name of company

* AGARWAL LIMITED.

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

Note Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

The current accounting reference period of the company is to be treated as ^{short} [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

M. Bhandari

[Director] [Secretary]† Date

14/11/87

Presenter's name address and reference (if any):

BHANDARI NURBHAI ECO
187 MAULWETH RD
BURNAGE
MANCHESTER M13 1BA

For official Use
General Section

Post room