

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 margin



Please 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

1923561

Name of Company

HANS
Limited*

I, Ashok Kumar
of 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 HANS
Limited*

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 15TH day of MAY

One thousand nine hundred and 85

before me [Signature]

~~Attest~~ ~~in the presence of~~ ~~me~~ ~~and~~ ~~the~~ ~~Declarant~~ ~~and~~ ~~the~~ ~~Commissioner for Oaths~~
~~Public~~ ~~Notary~~ ~~Public~~ ~~Commissioner~~ ~~for~~ ~~Oaths~~
Solicitor having the powers conferred on a
Commissioner for Oaths

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

ELK Registrars Limited
68 Abercorn Crescent,
Harrow, Middlesex.
01-843 9311
(3 lines)

For official use
New companies section

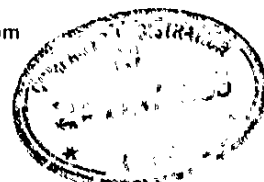
Post room

£ 200

P/4

Barclays

100 315



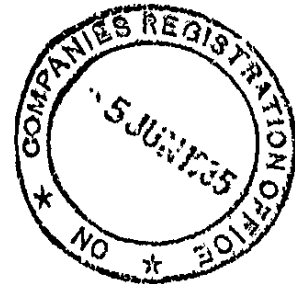
THE COMPANIES ACTS 1948 TO 1981

1923561/3

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Hans Limited



A. The name of the company is Hans Limited

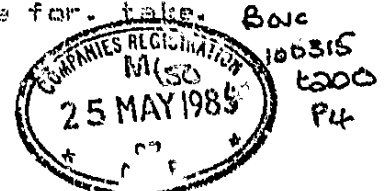
B. The registered office of the company will be situate in England.

C. The objects for which the company is established are:-

1(a) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees and financiers.

(b) To carry on the business of financiers and to finance and negotiate mortgages and loans of every description and to advance and lend money on the security of properties and assets of all kinds and upon such terms as may be arranged; to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments, and securities; to issue on commission, subscribe for, take,

gdk



acquire and hold, sell, exchange and deal in shares, stocks, debentures, bonds, obligations or securities of any government, authority or company; to form, promote, subsidise and assist companies, syndicates and partnerships of all kinds, to give any guarantee for payment of money or the performance of any obligation or undertaking; to purchase and sell book debts and the like, and to undertake the collection of the same; to undertake the collection of rents and to carry on all or any of the businesses of moneylenders, hire purchase financiers, merchant bankers, bill discounters, company promoters, marine brokers, financial agents, mortgage and insurance agents and brokers, estate agents, auctioneers, surveyors, valuers, accountants tax adjusters, general consultants, advisers and confirming agents.

- (c) To purchase or by any other means acquire for investment purposes or otherwise, any freehold, leasehold, or other property for any estate or interest whatever, and any ground rents, rights, privileges or easements over or in respect of any property; to develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, designers, factors and shippers of produce, products, commodities, consumer goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kind.
- (e) To carry on business as trade consultants and advisers in connection with the production, marketing and export of products, apparatus and articles of commercial, manufacturing, personal and household use, organisers of companies, businesses, trading and financial concern and to initiate and undertake market research surveys and schemes for the promotion of the sale of products of all kinds, exhibition promoters and organisers, consultant

engineers, consultant electronic engineers and general consultants for the import, export, manufacture, wholesaling, retailing and dealing in articles and services of all kinds.

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 join 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 any 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 respect 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 future), 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.

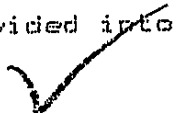
23. To procure the Company to be registered or recognised in any part of the world.

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.

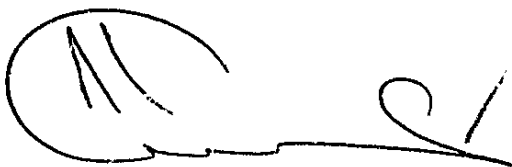
E. The Share Capital of the Company is £500,000 divided into 500,000 Shares of £1 each.



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
68 Abercorn Crescent
Harrow, Middlesex

One

Chartered Secretary



KAMLESH KUMAR
68 Abercorn Crescent
Harrow, Middlesex

One

Company Director

Dated : 15th May 1985

WITNESS to the above Signatures:



Vijay Kumar
68 Abercorn Crescent
Harrow Middlesex

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

1923561/4

ARTICLES OF ASSOCIATION OF

Hans 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 Directors 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

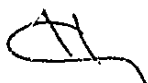
15. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, 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
Harrow Middlesex

Chartered Secretary

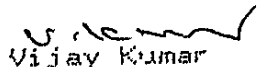


KAMLESH KUMAR
68 Abercorn Crescent
Harrow Middlesex

Company Director

Dated : 15th May 1985

WITNESS to the above Signatures:



Vijay Kumar
68 Abercorn Crescent
Harrow Middlesex

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Hans Limited

INCORPORATED ON

COMPANY NUMBER :

AUTHORISED SHARE CAPITAL

£500,000 DIVIDED INTO 500,000 ORDINARY SHARES
OF £1 EACH

Mistry Brothers

Certified Accountants

6 Bruce Grove
Tottenham
London N17 6RA



Please do not
write in this
binding margin

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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1981

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

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

Form No. 1

1

To the Registrar of Companies

For official use

1923561/5

Name of Company

HANS
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

Number of continuation sheets attached (see note 1)

None

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

ELK Registrars Limited
68 Abercorn Crescent,
Harrow, Middlesex

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 (note 2) are as follows:

Please do not write in this binding margin



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 1981 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) <u>Kamlesh Kumari Kumar</u>	Business occupation <u>Company Director</u>
Previous name(s) (note 3)	Nationality <u>Indian</u>
Address (note 4) <u>68 Abercorn Crescent</u> <u>Harrow, Middlesex</u>	Date of birth (where applicable) (note 6)
Other directorships † <u>None</u>	
I hereby consent to act as director of the company named on page 1	
Signature <u>[Signature]</u>	Date <u>15/5/85</u>

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:

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 1981. Please read the notes on page 4 before completing this part of the form.

Name (notes 3 & 7) <u>Ashok Kumar</u>
Previous name(s) (note 3)
Address (notes 4 & 7) <u>68 Abercorn Crescent</u> <u>Harrow Middlesex</u>
I hereby consent to act as secretary of the company named on page 1
Signature <u>[Signature]</u> Date <u>15/5/85</u>

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

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

† delete as appropriate

Signature [Signature] [Subscriber] [Agent] † Date 15/5/85

Signature [Signature] [Subscriber] [Agent] † Date 15/5/85

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1923561

I hereby certify that

HANS 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 Cardiff the 18TH JUNE 1985

A handwritten signature in dark ink, appearing to be 'D. Smith'.

Registrar of Companies