

MG01

Particulars of a mortgage or charge

027774/13



**A fee is payable with this form**

We will not accept this form unless you send the correct fee  
Please see 'How to pay' on the last page



**What this form is for**

You may use this form to register  
particulars of a mortgage or charge  
in England and Wales or Northern  
Ireland



**What this form is NOT**

You cannot use this form  
particulars of a charge f  
company To do this, pl  
form MG01s

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COMPANIES HOUSE

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use

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**Company details**

Company number

0 5 3 0 3 2 6 3

Company name in full

Redglade Associates Limited (the "Chargor")

**Filing in this form**

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

2

**Date of creation of charge**

Date of creation

0 3 0 9 2 0 1 2

3

**Description**

Please give a description of the instrument (if any) creating or evidencing the  
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Standard Security (the "Deed")

4

**Amount secured**

Please give us details of the amount secured by the mortgage or charge

Amount secured

All or any monies, liabilities and obligations, whether actual or  
contingent and whether owed jointly or severally or as principal  
debtor, guarantor, cautioner, surety or otherwise, which are at the  
time of the Deed or may at any time thereafter (whether before or at  
any time after demand) be or become due in any manner by the  
Company, the Chargor, the Guarantor, the Group, the Parent Group  
and any Obligor or any of them to any of the Finance Parties under  
the Facilities Agreement or any of the other Finance Documents, and  
all or any monies, liabilities and obligations due by the Chargor under  
the Deed (the "**Secured Liabilities**")

See continuation page for list of defined terms

**Continuation page**

Please use a continuation page if  
you need to enter more details

# MG01

## Particulars of a mortgage or charge

### 5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name AXIS BANK LIMITED, SINGAPORE BRANCH (No TO5FC6803H)

Address 9 Raffles Place, Republic Plaza 1#48-01, Singapore 048619

(the "Security Agent")

Postcode

Name

Address

Postcode

Continuation page

Please use a continuation page if you need to enter more details

### 6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

All and whole the two plots of ground on the north west side of Glenburn Road, East Kilbride, Glasgow which said plots are registered in the Land Register of Scotland under Title Number LAN90951 (the "Property")

*See continuation page for list of defined terms*

# MG01

## Particulars of a mortgage or charge

7

### Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

N/A

8

### Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9

### Signature

Please sign the form here

Signature

Signature

X

*Prasent Mayans Ltd*

X

This form must be signed by a person with an interest in the registration of the charge

# MG01

## Particulars of a mortgage or charge



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name **DAWN BELL**

Company name **PINSENT MASONS LLP**

Address **30 CROWN PLACE**

Post town **LONDON**

County/Region

Postcode **E C 2 A 4 E S**

Country

DX **DX 227 LONDON CHANCERY LANE**

Telephone **+44 (0) 20 7054 2500**



### Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



### Checklist

**We may return forms completed incorrectly or with information missing**

**Please make sure you have remembered the following.**

- ☒ [x] The company name and number match the information held on the public Register
- ☒ [x] You have included the original deed with this form
- ☒ [x] You have entered the date the charge was created
- ☒ [x] You have supplied the description of the instrument
- ☒ [x] You have given details of the amount secured by the mortgagee or chargee
- ☒ [x] You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ [x] You have entered the short particulars of all the property mortgaged or charged
- ☒ [x] You have signed the form
- ☒ [x] You have enclosed the correct fee



### Important information

**Please note that all information on this form will appear on the public record.**



### How to pay

**A fee of £13 is payable to Companies House in respect of each mortgage or charge**

Make cheques or postal orders payable to 'Companies House'



### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.**

#### For companies registered in England and Wales.

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

#### For companies registered in Scotland:

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

#### For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

**MG01 Continuation Sheet**  
**Redglade Associates Limited (05303263) – Standard Security**

**DEFINITIONS**

**"Acquisition"** means the acquisition by the Company of the Shares or convertible debentures of the Target,

**"Administrative Party"** means the Arranger, the Facility Agent, the Security Agent or any co-security agent appointed in accordance with Clause 21.9 (*Co-security Agent*) of the Facilities Agreement,

**"Arranger"** means Axis Bank Limited, Singapore Branch,

**"Company"** means MBE Mineral Technologies PTE Ltd, a company incorporated under the laws of Singapore with company registration number 200908836C and having its registered office at 220 Orchard road, #05-01 Midpoint Orchard, Singapore 238852, Singapore,

**"Deed of Share Security"** means the Singapore law governed share charge entered into or to be entered into by the Guarantor over all its shares in the Company and made in favour of the Security Agent,

**"Delaware Company"** means Hayward Tyler Holding Inc, a company incorporated under the laws of Delaware with company registration number 2667412 and having its registered office at c/o The Prentice-Hall Corporation System, Inc, 2711 Centerville Rd, Ste 400, Wilmington, Delaware 19808, USA,

**"Delaware Share Charge"** means the Delaware law governed pledge agreement to be entered into by the Delaware Company and granting a security interest in all its shares in HTI in favour of the Security Agent as continuing security for the payment, discharge and performance of all the Secured Liabilities (as defined in the Facilities Agreement),

**"English Assignment of Rental Income"** means the English law governed assignment of rental income for the English Property, executed by RIL and granted in favour of the Security Agent, as continuing security for the payment, discharge and performance of all the Secured Liabilities (as defined in the Facilities Agreement),

**"English Mortgage"** means the English law governed real property mortgage in respect of the English Property to be executed by RIL and granted in favour of the Security Agent as continuing security for the payment, discharge and performance of all the Secured Liabilities (as defined in the Facilities Agreement),

**"English Property"** means the property located at 1 Kimpton Road, Luton, LU1 3LD, United Kingdom and with title number BD84134,

**"Facilities Agreement"** means the US\$15,000,000 facilities agreement dated 27 December 2011 entered into among the Company, the Guarantor, Axis Bank Ltd, Singapore Branch, as Arranger, Original Lender, Facility Agent and Security Agent (as amended and restated by a supplemental deed dated 9 May 2012 between the Company, the Guarantor and the Facility Agent and as may be further amended, restated and/or supplemented from time to time),

**"Facility Agent"** means Axis Bank Limited, Singapore Branch,

**"Fee Letter"** means any letter entered into by reference to the Facilities Agreement between one or more Administrative Parties and the Company setting out the amount of certain fees referred to in the Facilities Agreement,

**"Finance Document"** means the Facilities Agreement, a Security Document, a Fee Letter, a Transfer Certificate and any other document designated as a "Finance Document" by the Facility Agent and the Company,

**"Finance Party"** means a Lender or an Administrative Party,

**"Group"** means the Company and its Subsidiaries from time to time including, without limitation, the Target now that the Acquisition is completed,

**"Guarantor"** means McNally Bharat Engineering Company Limited, a company incorporated under the laws of India with company registration number L45202WB1961PLC025181 and having its registered office at 4 Mangoe Lane, Kolkata 700 001, India,

**"HTI"** means Hayward Tyler, Inc , a company incorporated under the laws of Delaware with company registration number 0819639 and having its registered office at c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA,

**"Lease Document"** means

- (a) an Agreement for Lease,
- (b) an Occupational Lease (as defined in the Facilities Agreement), or
- (c) any other document designated as such by the Facility Agent and the Company

**"Lender"** means

- (a) the Original Lender, or
- (b) any person which becomes a Party in accordance with Clause 29.2 (*Assignments and transfers by Lenders*) of the Facilities Agreement,

**"Obligor"** means the Company, the Guarantor, each of the Security Providers or the Target,

**"Original Lender"** means Axis Bank Limited, Singapore Branch,

**"Parent Group"** means the Guarantor and its Subsidiaries from time to time, (including, without limitation, the Target now the Acquisition is completed),

**"Party"** means a party to the Facilities Agreement,

**"RAL"** means Redglade Associates Limited, a company incorporated in England and Wales (Registered Number 05303263) whose registered office is at 1 Kimpton Road, Luton LU1 3LD,

**"RIL"** means Redglade Investments Ltd, a company incorporated under the laws of England with company number 05501823 and having its registered office at 1 Kimpton Road, Luton, Bedfordshire, United Kingdom, LU1 3LD,

**"Scottish Assignment of Rents"** means the Scottish law governed assignment of rents for the Scottish Property to be executed by RAL and granted in favour of the Security Agent, as continuing security for the payment, discharge and performance of all the Secured Liabilities (as defined in the Facilities Agreement),

**"Scottish Property"** means the two plots of ground on the north-west side of Glenburn Road, East Kilbride, Glasgow which said plots of ground are registered in the Land Register of Scotland under Title Number LAN90951,

**"Security Deed"** means the Singapore law governed security deed dated on or about the date of the Facilities Agreement, executed by the Company and made in favour of the Security Agent,

**"Security Documents"** means

- (a) the Deed of Share Security,
- (b) the Delaware Share Charge,
- (c) the English Mortgage,
- (d) the English Assignment of Rental Income,
- (e) the Scottish Assignment of Rents,
- (f) the Deed,
- (g) the Security Deed,
- (h) the Singapore Account Charge,
- (i) the Target Share Charge, and
- (j) any other document evidencing or creating security over any asset of any person to secure any obligation of any Obligor to a Finance Party under the Finance Documents

**"Security Provider"** means

- (a) the Company,
- (b) the Delaware Company,
- (c) the Chargor,
- (d) RIL, and
- (e) any other person (other than the Lenders) who is a party to any Security Document,

**"Shares"** mean 10,000,000 ordinary shares in the issued and paid-up capital of the Target to be allotted and issued to the Company pursuant to the Acquisition,

**"Singapore Account Charge"** means the Singapore law governed account charge to be executed by the Company and to be made in favour of the Security Agent, as continuing security for the payment, discharge and performance of all the Secured Liabilities (as defined in the Facilities Agreement),

**"Subsidiary"** means an entity of which a person has direct or indirect control or owns directly or indirectly more than 50 per cent of the voting capital or similar right of ownership and **control** for this purpose means the power to direct the management and the policies of the entity whether through the ownership of voting capital, by contract or otherwise (including, without limitation, the Target and any of its Subsidiaries after the Acquisition was completed),

**"Target"** means Specialist Energy Group plc, a company incorporated under the laws of the Isle of Man with company registration number 116537C and having its registered office at Burleigh Manor, Peel Road, Douglas, Isle of Man, IM1 5EP,

**"Target Share Charge"** means the Isle of Man law governed share charge entered into or to be entered into by the Company over the Shares and made in favour of the Security Agent,

**"Transfer Certificate"** means a certificate, substantially in the form of Schedule 4 (*Form of Transfer Certificate*) of the Facilities Agreement, with such amendments as the Facility Agent may approve or reasonably require or any other form agreed between the Facility Agent and the Company

# MG09

Certificate of registration of a charge comprising  
property situated in another UK jurisdiction



✓ **What this form is for**

You may use this form to give notice  
of a certificate of registration of a  
charge comprising property situated  
in another UK jurisdiction

✗ **What this form is NOT for**

You cannot use this form as a  
certificate of registration of a charge  
for a company registered  
in Scotland

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

1

## Company details

Company number 0 5 3 0 3 2 6 3  
Company name in full Redglade Associates Limited (the "Chargor")

For official use

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

2

## Date charge presented

Date of, and parties to, the charge It is hereby certified that the charge ①  
Standard Security by the Chargor in favour of Axis Bank Limited,  
Singapore Branch  
was presented for registration on  
d0 d3 m0 m9 y2 y0 y1 y2

Jurisdiction in ②  
☒ Scotland  
☐ England and Wales  
☐ Northern Ireland

- ① As described on form MG01  
'Particulars of a mortgage  
or charge'  
② Please tick as appropriate

3

## Signature

Please sign the form here  
Signature  
X *Perceval Mason* X  
This form must be signed by a person with an interest in the registration of  
the charge



## MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



### Presenter information

You do not have to give any contact information but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Dawn Bell

Company name PINSENT MASONS LLP

Address 30 Crown Place

Earl Street

Post town London

County/Region

Postcode EC2A 4ES

Country

DX DX 157620 Broadgate 3

Telephone +44 (0) 207 054 2759



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register
- ☒ You have shown the date of, and parties to, the charge in Section 2
- ☒ You have declared where the charge was presented for registration
- ☒ You have enclosed the form MG01 and a verified copy of the deed
- ☒ You have signed the form



### Important information

Please note that all information on this form will appear on the public record



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



**FILE COPY**  
**CERTIFICATE OF THE REGISTRATION**  
**OF A MORTGAGE OR CHARGE**

**Pursuant to section 869(5) & (6) of the Companies Act 2006**

**COMPANY NO. 5303263**  
**CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH  
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 3  
SEPTEMBER 2012 AND CREATED BY REDGLADE ASSOCIATES  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY, THE CHARGOR, THE GUARANTOR,  
THE GROUP, THE PARENT GROUP AND ANY OBLIGOR OR ANY  
OF THEM TO ANY OF THE FINANCE PARTIED ON ANY  
ACCOUNT WHATSOEVER UNDER THE TERMS OF THE  
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING  
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1  
PART 25 OF THE COMPANIES ACT 2006 ON THE 20 SEPTEMBER  
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 SEPTEMBER  
2012

DX



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES