

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7285499

The Registrar of Companies for England and Wales, hereby certifies that

ACORN DISTRIBUTION LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England/Wales

Given at Companies House on 15th June 2010



N07285499V





In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

000105/20

A fee is payable with this form.
Please see 'How to pay' on the last page

What this form is for

You may use this form to register a
private or public company

What this form is NOT for You cannot use this form to real limited liability partnership, this, please use form LL IN01





A25

11/06/2010 COMPANIES HOUSE

A/1

02/06/2010 COMPANIES HOUSE 389

Part 1	Company details					
	• •	Filling in this form Please complete in typescript or in bold black capitals.				
		All fields are mandatory unless specified or indicated by *				
A1	Company details					
	Please show the proposed company name below	O Duplicate names Duplicate names are not permitted A				
Proposed company name in full •	Acorn Distribution Limited	list of registered names can be found on our website There are various rules that may affect your choice of name.				
For official use		More information is available at: www.companieshouse.gov.uk				
A2	Company name restrictions o					
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body	O Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in guidance available				
	I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response	on our website www.companieshouse.gov.uk				
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' $_{f \Theta}$					
_	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative	Name ending exemption Only private companies that are Ilmited by guarantee and meet other				
	I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk				
A4	Company type ⁹					
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked) Public limited by shares	OCompany type If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk				
	Private limited by shares Private limited by guarantee Private unlimited with share capital					
	Private unlimited without share capital	<u> </u>				

Application to register a company Situation of registered office • Α5 Registered office Please tick the appropriate box below that describes the situation of the Every company must have a proposed registered office (only one box must be ticked) registered office and this is the **England and Wales** 7 address to which the Registrar will send correspondence Wales Scotland For England and Wales companies, the address must be in England or Northern Ireland For Welsh, Scottish or Northem Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively Α6 Registered office address @ Registered office address Please give the registered office address of your company You must ensure that the address shown in this section is consistent **Building name/number** 4 Lime Court with the situation indicated in section A5 Street Hazel Way You must provide an address in England or Wales for companies to be registered in England and Wales. Post town Chipstead You must provide an address in County/Region Wales, Scotland or Northern Ireland for companies to be registered in 3 P J **Postcode** Wales, Scotland or Northern Ireland respectively Α7 Articles of association For details of which company type Please choose one option only and tick one box only can adopt which model articles, I wish to adopt one of the following model articles in its entirety. Please tick please go to our website Option 1 only one box www.companieshouse.gov.uk Private limited by shares Private limited by guarantee Public company Option 2 I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s) Please tick only one box Private limited by shares Private limited by guarantee Public company Option 3 I wish to adopt entirely bespoke articles. I attach a copy of the bespoke 7 articles to this application Α8 Restricted company articles • Please tick the box below if the company's articles are restricted • Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

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IN01

Application to register a company

Part 2 **Proposed officers**

for private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary		
B1	Secretary appointments •	
_	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5.	Ocorporate appointments For corporate secretary appointments, please complete
Title*	MR	section C1-C5 instead of section B.
Full forename(s)	MANPREET	Additional appointments
Surname	DHESI	If you wish to appoint more than one secretary, please use
Former name(s) 2		the 'Secretary appointments' continuation page
		Promer name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously user for business purposes.
B2	Secretary's service address ®	
Building name/numb	per 4 LIME COURT	Service address The sethe address that will appear
Street	HAZEL WAY	 This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town	CHIPSTEAD	Please state 'The Company's Registered Office' if your service
County/Region	SURREY	address will be recorded in the
Postcode	CR5 3 P J	proposed company's register of secretaries as the company's - registered office.
Country		If you provide your residential address here it will appear on the public record
22	Circolarus 0	
B3	Signature o	
Signature	I consent to act as secretary of the proposed company named in Section A1 Signature	O Signature The person named above consents to act as secretary of the proposed company

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Corporate secretary

C1	Corporate secretary appointments •	·	
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments If you wish to appoint more than one corporate secretary, please use the	
Name of corporate body/firm		'Corporate secretary appointments' continuation page. Registered or principal address	
Building name/number		This is the address that will appear on the public record. This address	
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or	
Post town		LP (Legal Post in Scotland) number	
County/Region			
Postcode			
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C 3	EEA companies ®		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	A full list of countries of the EEA can be found in our guidance	
Where the company/ firm is registered •		www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law	
Registration number		Directive (68/151/EEC)	
C4	Non-EEA companies		
_	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Where you have provided details of the register (including state) where the company or firm is registered,	
Legal form of the corporate body or firm		you must also provide its number in that register	
Governing law			
If applicable, where the company/firm is registered •			
Registration number			
C 5	Signature ©		
	I consent to act as secretary of the proposed company named in Section A1.	Signature The assess named shows concentry	
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company	

Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an
Title*	MR	individual Public companies must appoint at least two directors, one of
Full forename(s)	MANPREET	which must be an individual
Surname	DHESI	Please provide any previous names
Former name(s) ❷		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of residence ●	UNITED KINGDOM	for business purposes Country/State of residence
Nationality	BRITSH	This is in respect of your usual residential address as stated in
Date of birth	d d d 0 d 7 1 9 7 8	section D4
Business occupation (if any) 6		Business occupation If you have a business occupation, please enter here if you do not, please leave blank Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address ©	Service address
	Please complete the service address below You must also fill in the director's usual residential address in Section D4.	This is the address that will appear on the public record. This does not
Building name/number	4 LIME COURT	have to be your usual residential address.
Street	HAZEL WAY	Please state 'The Company's Registered Office' if your service address will be recorded in the
Post town	CHIPSTEAD	proposed company's register of directors as the company's registered
County/Region	SURREY	office
Postcode	CR5 3 PJ	If you provide your residential address here it will appear on the
Country	uk	public record
D3	Signature [©]	1
	I consent to act as director of the proposed company named in Section A1.	© Signature The person named above consents
Signature	Signature X	to act as director of the proposed

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Director

D1	Director appointments •					
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an				
Title*		individual Public companies must appoint at least two directors, one of				
Full forename(s)		which must be an individual				
Surname		⊘ Former name(s) Please provide any previous names				
Former name(s) •		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used				
Country/State of residence •		for business purposes. ② Country/State of residence				
Nationality Date of birth	d d m m y y y	This is in respect of your usual residential address as stated in Section D4				
Business occupation (if any) •		Business occupation If you have a business occupation, please enter here if you do not, please leave blank				
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page				
D2	Director's service address®					
02	Please complete the service address below You must also fill in the director's	Service address				
	usual residential address in Section D4	This is the address that will appear				
Building name/number		on the public record This does not have to be your usual residential				
Street		address.				
	•	Please state 'The Company's				
D		Please state 'The Company's Registered Office' if your service address will be recorded in the				
Post town		Registered Office' if your service				
County/Region		Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office				
County/Region Postcode		Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office If you provide your residential address here it will appear on the				
County/Region		Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office If you provide your residential				
County/Region Postcode	Signature ©	Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office If you provide your residential address here it will appear on the				
County/Region Postcode Country	Signature © I consent to act as director of the proposed company named in Section A1.	Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office If you provide your residential address here it will appear on the				

Corporate director

E1		
	Corporate director appointments • Please use this section to list all the corporate directors taken on formation	Additional appointments If you wish to appoint more than one
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments' continuation page.
Building name/number		Registered or principal address This is the address that will appear
Street		on the public record. This address must be a physical location for the delivery of documents. It cannot be
Post town		a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
County/Region		Er (Legal Post III Scottand) Humber
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies •	
_	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse.gov.uk
iimi is registered •		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ©		
If applicable, the registration number		
E5	Signature 9	
	I consent to act as director of the proposed company named in Section A1.	Signature The person named above consents
Signature	Signature X	to act as corporate director of the proposed company

Part 3	Statemen	t of capital				
	Does your company have share capital? → Yes Complete the sections below → No Go to Part 4 (Statement of guarantee).					
F1	Share capital i	in pound sterling ((£)	·	·	<u> </u>
		each class of shares he y complete Section F1	ld in pound sterling and then go to Section F4			
Class of shares (E g. Ordinary/Preference etc.	.)	Amount paid up on each share	Amount (if any) unpaid on each share O	Number of share	s 0	Aggregate nominal value ©
ORDINARY		1 00		100		£ 100 00
						£
						£
						£
			Totals	100		£ 100 · 00
F2	Share capital	in other currencies	5	•		
Please complete the ta Please complete a sep		any class of shares held h currency	d in other currencies.			
Currency	"					
Class of shares (E g Ordinary/Preference etc	.)	Amount paid up on each share •	Amount (if any) unpaid on each share ●	Number of share	s 0	Aggregate nominal value ©
·			Totals			
					. <u></u> .	
Currency						
Class of shares (E g Ordinary/Preference etc	<u>.</u>	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share		Aggregate nominal value €
						<u> </u>
	<u>. </u>	<u> </u>	 Totals	<u> </u>		
F3	Totals		<u> </u>	<u></u>		
			nd total aggregate nominal	value of	Please	ggregate nominal value ist total aggregate values in
Total number of shares						it currencies separately For e £100 + €100 + \$10 etc.
fotal aggregate nominal value •						
Including both the nomi share premium	nal value and any	Number of shares issured nominal value of each	share Ple	ntinuation Page ase use a Statem ge if necessary		ital continuation

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share

Ordinary

Prescribed particulars

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting

No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue

The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor

The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends

1 vote per share

OPrescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- particulars of any rights, as respects dividends, to participate in a distribution,
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if

necessary

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	Prescribed particulars of rights attached to shares
Class of share Prescribed particulars O	The particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that anse only in certain circumstances. b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

FS

Initial shareholdings

This section should only be completed by companies incorporating with share capital Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Ситепсу	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Manpreet Singh Dhesi	Ordinary	100	Sterling £	£1 00		£100 00
Address 4 Lime Court	<u> </u>					
Hazel Way						
Chipstead						
Surrey CR5 3PJ						
Name						
Address						
Name						
Address				<u> </u>		
Name						
Address						1
Name						
Address						1
				_		<u></u>
			<u> </u>			<u> </u>

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	INO1 Application to register a company	
Down 4	Chahamanh al mususuhan	
Part 4	Statement of guarantee	_
	Is your company limited by guarantee?	
	→ Yes Complete the sections below	
	→ No Go to Part 5 (Statement of compliance)	<u> </u>
G1	Subscribers	
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.	Name Please use capital letters Address
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:	 The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.
	- payment of debts and liabilities of the company contracted before I	Amount guaranteed Any valid currency is permitted
	cease to be a member, - payment of costs, charges and expenses of winding up, and, - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below	Continuation pages Please use a 'Subscribers' continuation page if necessary
· · · · ·	Subscriber's details	-
Forename(s) •		-
Surname •		_
Address 2		-
Postcode		
Amount guaranteed		-
	Subscriber's details	-
Forename(s) •		
Surname •		-
Address ②		- -
Postcode		_
Amount guaranteed		_ [
	Subscriber's details	_
Forename(s) •		_
Surname 0		_
Address 2		-
Postcode		
Amount guaranteed		-

	Subscriber's details	① Name
Forename(s) •		Please use capital letters
Surname O		② Address The addresses in this section will
Address •		appear on the public record They do not have to be the subscribers' usual residential address.
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address \varTheta		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address •		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
- 		

Part 5	Statement of compliance	
	This section must be completed by all companies.	
	Is the application by an agent on behalf of all the subscribers?	
	 No Go to Section H1 (Statement of compliance delivered by the subscribers) Yes Go to Section H2 (Statement of compliance delivered by an agent) 	
Н1	Statement of compliance delivered by the subscribers •	
	Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association	Statement of compliance delivered by the subscribers Every subscriber to the memorandum of association must
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	sign the statement of compliance
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	
Subscnber's signature	Signature X	
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	
Subscnber's signature	Signature X	
Subscnber's signature	Signature X	
Subscriber's signature	Signature X	

Subscriber's signature	Signature	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature	X	
Subscriber's signature	Signature X	×	
Subscriber's signature	Signature	X	
H2	Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for		
	the subscribers to the memorandum of association		
Agent's name		[
Building name/number			
Street		_	
Post town			
County/Region		—	
Postcode			
Country		_	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	_ 	
	Signature	X	

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 Mr M Ohesi
Company name
Address 4 Lime COURT
HAZEL WAY
Post town CHIPSTEAD
County/Region Suppley
Postcode CRS3P5
Country UK
DX
Telephone
A. A.C.

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2).

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- You have used the correct appointment sections. Any addresses given must be a physical location.
- They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- The document has been signed, where indicated □ All relevant attachments have been included
- You have enclosed the Memorandum of Association
- You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House to register a company.

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, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS. DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquines@companieshouse goviuk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of ACORN DISTRIBUTION LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

MR MANPREET DHESI

A21

02/06/2010 **COMPANIES HOUSE**

Dated

1/6/2010