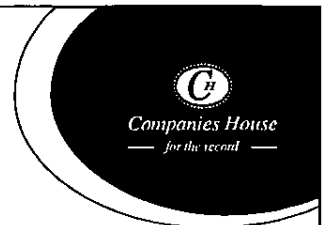


005655 | 20

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment



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

230577

What this form is for
You may use this form to register a
UK establishment

X What this form is NOT for
You cannot use this form to
the details of an existing c
officer or establishment

WEDNESDAY



A28 21/12/2011 #287
COMPANIES HOUSE

Part 1 Overseas company details (Name)

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A1**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Corporate company name

Corporate name ①

APL INTERNATIONAL (PVT) LTD

① This must be the corporate name in
the home state or country in which
the company is incorporated under
which you propose to carry on
business in the UK

A2 Alternative name

The company wishes to register an alternative name under which it proposes to
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name ②

Alternative name
(if applicable) ③

② Please give your corporate name
as incorporated in your home state
or country

③ A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006

A3 Overseas company name restrictions ④

This section does not apply to a European Economic Area (EEA) company
registering its corporate name.

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

- ☐ 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

④ **Overseas company name
restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

OS IN01

Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law										
From	<table border="1"><tr><td>^d0</td><td>^d1</td><td>^m0</td><td>^m7</td></tr><tr><td>^d3</td><td>^d1</td><td>^m0</td><td>^m3</td></tr></table>	^d 0	^d 1	^m 0	^m 7	^d 3	^d 1	^m 0	^m 3	
^d 0	^d 1	^m 0	^m 7							
^d 3	^d 1	^m 0	^m 3							
To										
Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period										
Months	<table border="1"><tr><td>0</td><td>9</td></tr></table>	0	9							
0	9									

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3

Constitution

C1

Constitution of company

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ^①
- ☐ I enclose a certified translation, if applicable ^②

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3.
- No Go to Part 4 'Officers of the company'

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4.

The information is not required if it is contained within the constitutional documents accompanying this registration

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ^①

Building name/number

699B THUSHARI

Street

KOHALVILLA ROAD

Post town

GONAWALA

County/Region

KELANIYA

Postcode

Country

SRI LANKA

Please give the objects of the company and the amount of issued share capital

Objects of the company ^②

IMPORT AND EXPORT

Amount of issued share capital ^③

10 RUPEES

① This address will appear on the public record

② Please give a brief description of the company's business

③ Please specify the amount of shares issued and the value

OS IN01

Registration of an overseas company opening a UK establishment

Part 4**Officers of the company**

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in Section B1 and then go to Part 5 of this form
- No Complete the officer details

For a secretary who is an individual, go to Section D1, for a corporate secretary, go to Section E1, for a director who is an individual, go to Section F1, or for a corporate director, go to Section G1

Continuation pages

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

Secretary**D1****Secretary details^①**

Use this section to list all the secretaries of the company
Please complete Sections D1-D3 For a corporate secretary, complete Sections E1-E5 Please use a continuation page if necessary

Full forename(s)

ARUNA PRASAD

Surname

LEKAMBE

Former name(s)^②**① Corporate details**

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes.

D2**Secretary's service address^③**

Building name/number

699B THUSHARTI

Street

KOHOLWILA ROAD

Post town

GONAWALA

County/Region

KELANIYA

Postcode

Country

SRI LANKA

③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3**Secretary's authority**

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

- ☐ Limited ^④
- ☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
- ☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^① Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record This address 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 LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
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	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
	Use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary	
Full forename(s)	KANDE LEKAMLAGE BANDULA	① Corporate details Please use Sections G1-G5 to enter corporate director details. ② Former 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 used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ④ Business occupation If you have a business occupation, please enter here If you do not, please leave blank
Surname	LEKAMGE	
Former name(s) ^②		
Country/State of residence ^③	SRI LANKA	
Nationality	SRI LANKAN	
Date of birth	07 03 1983	
Business occupation (if any) ^④	COMPANY DIRECTOR	

F2	Director's service address ^⑤	
Building name/number	275/2	⑤ Service address This is the address that will appear on the public record This does not have to be your usual residential address If you provide your residential address here it will appear on the public record
Street	DIKWELA ROAD	
Post town	SIYAMBALAPE	
County/Region		
Postcode		
Country	SRI LANKA	

OS IN01

Registration of an overseas company opening a UK establishment

F4

Director's authority

Extent of authority	Please enter the extent of your authority as director Please tick one box	<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	<input checked="" type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	LIMITED TO BUSINESS IN SRI LANKA	
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	 	

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ①	
	Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	ARUNA PRASAD	① Corporate details Please use Sections G1-G5 to enter corporate director details. ② Former 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 used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Surname	LEKAMGE	
Former name(s) ②		
Country/State of residence ③	SRI LANKA	
Nationality	SRI LANKAN	
Date of birth	31 03 1969	
Business occupation (if any) ④	COMPANY DIRECTOR	

F2	Director's service address ⑤	
Building name/number	699B THUSHARI	⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	KOHOLWILA ROAD	
Post town	SONAWALA	
County/Region	KELANIYA	
Postcode		
Country	SRI LANKA	

OS IN01

Registration of an overseas company opening a UK establishment

F4	Director's authority	
	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
If applicable, name(s) of person(s) with whom you are acting jointly	<input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01

Registration of an overseas company opening a UK establishment

Director**F1****Director details ①**

Use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary		① Corporate details Please use Sections G1-G5 to enter corporate director details
Full forename(s)	SAMARAWEEERA ARACHCHIGE DAYAN	② Former 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 used for business purposes
Surname	SAMARAWEEERA	③ Country/State of residence This is in respect of your usual residential address as stated in Section F3
Former name(s) ②		④ Business occupation If you have a business occupation, please enter here If you do not, please leave blank
Country/State of residence ③	SRI LANKA	
Nationality	SRI LANKAN	
Date of birth	1 8 10 8 1 9 8 3	
Business occupation (if any) ④	COMPANY DIRECTOR	

F2**Director's service address ⑤**

Building name/number	GROUND FLOOR, 4	⑤ Service address This is the address that will appear on the public record This does not have to be your usual residential address
Street	LOVATT STREET	If you provide your residential address here it will appear on the public record
Post town	STOKE ON TRENT	
County/Region	STAFFORDSHIRE	
Postcode	ST4 7RL	
Country	UK	

OS IN01

Registration of an overseas company opening a UK establishment

F4 Director's authority	
	Please enter the extent of your authority as director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ①	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address 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 LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
G4	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	
Legal form of the corporate body or firm		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	<p>Please enter the extent of your authority as corporate director Please tick one box</p>	
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01

Registration of an overseas company opening a UK establishment

H4**Particulars of UK establishment ①**

Please enter the name and address of the UK establishment		① Address This is the address that will appear on the public record
Name of establishment	APL INTERNATIONAL PVT LTD	
Building name/number	GROUND FLOOR, 4	
Street	LOVATT STREET	
Post town	STOKE ON TRENT	
County/Region	STAFFORDSHIRE	
Postcode	S14 7RL	
Country	UK	
Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	14 12 2011	
Business carried on at the UK establishment	IMPORT & EXPORT OF VEHICLE PARTS	

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ① <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

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

Full forename(s) **ARUNA PRASAD**
Surname **LEXAMGE**

J2 Permanent representative's service address¹

Building name/number **699B THUSHARI**
Street **KOHOLWILA ROAD**
Post town **GONAWALA**
County/Region **KELANIYA**
Postcode
Country **SRI LANKA**

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority
☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable
Are you authorised to act alone or jointly? Please tick one box
☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

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

Full forename(s)

SAMAN

Surname

KURUPPUARATCHILAGE

J2**Permanent representative's service address ①**

Building name/number

GROUND FLOOR, 4

Street

LOVATT STREET

Post town

STOKE ON TRENT

County/Region

STAFFORDSHIRE

Postcode

S T 4 7 R L

Country

UK

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☐ Limited ②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

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

Full forename(s)

SAMARAWEEA ARACHCHIGE DAYAN

Surname

SAMARAWEEA

J2**Permanent representative's service address ¹**

Building name/number

GROUND FLOOR, 4

Street

LOVATT STREET

Post town

STOKE ON TRENT

County/Region

STAFFORDSHIRE

Postcode

ST4 7RL

Country

UK

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7**Person authorised to accept service**

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☐ If there is no such person, please tick this box**K1****Details of person authorised to accept service of documents in the UK**Please use this section to list all the persons' authorised to accept service below
Please complete Sections K1-K2**Continuation pages**

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

Full forename(s)

SAMAN

Surname

KURUPPU ARATCHILAGE

K2**Service address of person authorised to accept service ^①**

Building name/number

GROUND FLOOR, 4

Street

LOVATT STREET

Post town

STOKE ON TRENT

County/Region

STAFFORDSHIRE

Postcode

ST14 7RL

Country

UK

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X 

X

This form may be signed by
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment

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 **HAZEL BROMFIELD**

Company name **RSM TENON**

Address **5 RIDGE HOUSE
RIDGE HOUSE DRIVE
FESTIVAL PARK**

Post town **STOICE ON TRENT**

County/Region **STAFFS**

Postcode **ST1 5SJ**

Country **UK**

DX

Telephone **01782 262121**

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☒ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☒ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☒ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☒ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☒ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☒ 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
- ☒ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☒ You have signed the form
- ☒ 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 in respect of a registration of an overseas 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.

England and Wales

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

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)

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

Higher protection

If you are applying for, or have been granted, higher protection, 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 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



FORM J 2A

ශ්‍රී ලංකා ප්‍රජාතාන්ත්‍රික සමාජවාදී ජනරජය
இலங்கை சனநாயக சோசலிசக் குடியரசு
DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

සමාගමේ අංකය
கம்பனி இலக்கம்
No of Company

පී	වී	73055
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P V 2007 අංක 7 දරන සමාගම් පනත

2007 ஆம் ஆண்டின் 7 ஆம் இலக்கக் கம்பனிகள் சட்டம்
The Companies Act, No 7 of 2007

පෞද්ගලික සමාගම
தனியார் கம்பனி
PRIVATE COMPANY

සංස්ථාගත කිරීමේ සහතිකය
சுட்டி வைப்பது சான்றிதழ்
CERTIFICATE OF INCORPORATION

(5 වන වගන්තිය අනුව)
(பிரிவு 5 இன் பிரகாரம்)
(Pursuant to Section 5)

ඒ පී එල් ඉන්ටර්නැෂනල් (පීටීවී) පුලිටි

2007 අංක 7 දරන සමාගම් පනත යටතේ අවශ්‍යතා සපුරා ඇති බැවින් පෞද්ගලික සමාගමක් වශයෙන් අද දින සංස්ථාගත කළ බවත් එහි සමාගම් සීමාසහිත බවත් මම මෙයින් සාධක කරමි
දෙසත් දැනට සිටි ස්ථිති මත මාගේ වන මෙහි
කොළඹ දී අත්සන්කොට දුනිමි

2007 ஆம் ஆண்டின் 7 ஆம் இலக்கக் கம்பனிகள் சட்டத்தின் கீழான எல்லாத் தேவைப்பாடுகளையும் இவ்வகையொழுக்கப்பட்டு இத்தகையவற்று கவியார் கம்பனியாக சுட்டி வைக்கப்பட்டுள்ளது என்றும் அக்கம்பனி வரையறுக்கப்பட்டுள்ளதும் நான் இத்தகைய சான்றளிக்கின்றேன்

இரண்டாயிரத்து ஆம் ஆண்டு மாதம் திகதியன்று

கொழும்பில் என்னால் கைச்சாத்திட்டுக் கொடுக்கப்பட்டது

I hereby certify that A P L INTERNATIONAL (PVT) LTD

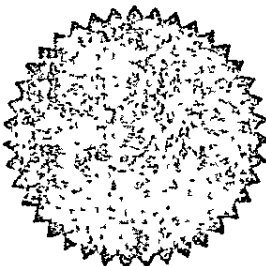
is this day incorporated as a Private Company having complied with the requirements under the Companies Act, No 7 of 2007 and that the Company is limited

Given under my hand at Colombo, this

Senathil

day of July

Two Thousand Two



[Signature]
පරිපූරක පනරාජ්
கம்பனிகள் - பதிவாளர் நாயகம்
Registrar-General of Companies

- සටහන 1. මෙම සහතිකය පෞද්ගලික සමාගමක් සඳහා වේ 5(2) වගන්තිය යටතේ සීමාසහිත 3 වන වගන්තිය
2. II කොටසෙහි ප්‍රතිපාදනයන් අදාළ වේ - 3(2) වගන්තිය

I CERTIFY THAT THIS
IS A TRUE COPY OF
THE ORIGINAL DOCUMENT

[Signature]

S KIRUPU ARATCHILAGE
PERMANENT REPRESENTATIVE
14-12-12

The Companies Act, No. 7 of 1947

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

AS AMENDED BY THE COMPANIES ACT, 1947



ආකෘති } 2 අ
පටු. ව. } 2 ඉ
FORM } 2 A

ශ්‍රී ලංකා ප්‍රජාතාන්ත්‍රික සමාජවාදී ජනරජය
இலங்கை சனநாயக சோசலிசக் குடியரசு
DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

සමාගම් අංකය }
කමපනි ලිපිකම }
No of Company }

පී ටී 73055

P V
2007 අංක 7 දරන සමාගම් පනත
2007 ஆம் ஆண்டின் 7 ஆம் இலக்கக் கம்பனிகள சட்டம்
The Companies Act, No 7 of 2007

පෞද්ගලික සමාගම
தனியார் கம்பனி
PRIVATE COMPANY

සංස්ථාගත කිරීමේ සහතිකය
கூட்டி. ணைப்புச் சான்றிதழ்
CERTIFICATE OF INCORPORATION

(5 වන වගන්තිය අනුව)
(பிரிவு 5 இன் பிரகாரம்)
(Pursuant to Section 5)

ජී පී ටී ට් ඉන්ටර්නැෂනල් (පීටීවී) එල්ටීඩී

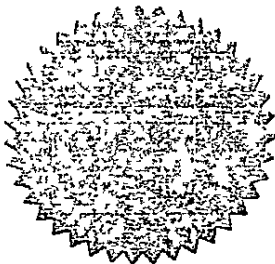
2007 අංක 7 දරන සමාගම් පනත යටතේ අවසරයෙන් පසුරා ඇති බැවින් පෞද්ගලික සමාගමක් වශයෙන් අද දින සංස්ථාගත කළ බවත්,
එකී සමාගම පිමාසහිත බවත් මම මෙයින් සහතික කරමි
දෙසත් දැකිය ක් වු යුලි මස වන මෙදින
කොළඹ දී අත්සන්කොට දුනිමි

2007 ஆம் ஆண்டின் 7 ஆம் இலக்க கம்பனிகள் சட்டத்தின் கீழான எல்லாத் தேவைப்பாடுகளும் இணங்கியொழுக்கப்பட்டு இந்த
திகதியன்று தனியார் கம்பனியாக கூட்டி. ணைக்கப்பட்டுள்ளது என்றும் அக்கம்பனி வரையறுக்கப்பட்டுள்ளதும் நான் இத்தாலு
சான்றளிக்கின்றேன்

இரண்டாயிரத்து ஆம் ஆண்டு மாதம் திகதியன்று
கொழும்பிலுள்ள என்னாலகைச்சாத்திட்டுக் கொடுக்கப்பட்டது
I hereby certify that A P L INTERNATIONAL (PVT) LTD

is this day incorporated as a Private Company having complied with the requirements under the Companies Act, No 7 of 2007 and
that the Company is limited

Given under my hand at Colombo this *Seventy* day of July
Two Thousand Ten.



[Signature]
සමාගම් රෙජිස්ට්‍රාර් ජනරාල්
கம்பனிகள் - பதிவாளர் நாயகம்
Registrar-General of Companies

- සටහන 1 මෙම සහතිකය පෞද්ගලික සමාගමක් සඳහා වේ - 5(2) වගන්තිය පමණ සියළුම 3 වන වගන්තිය
2 II කොටසෙහි ප්‍රකාශයන් අදාළ වේ - 3(2) වගන්තිය
- குறிப்பு 1 இந்த சான்றிதழ் தனியார் கம்பனிகளுக்கே - பிரிவு 3 இல் பிரிவு 5 (2) உடன் சேர்த்து வாசிக்கவும்
2 சட்டத்தில் பாகம் II என்பதன் கற்பாடுகள் ஒத்துகையவைவாகும் - பிரிவு 3 (2)
- Note 1 This certificate is for a Private Company - Section 3 read with Section 5(2)
2. The Provisions of Part II apply - Sec 3(2)

Articles of Association

Of

A P L INTERNATIONAL (PVT) LTD

1. The Company adopt the rules contained in the model articles of Table "A" to the First Schedule of companies Act No 7 of 2007 subject to modification and alteration described herein

Words	Meanings
Company	A P L International (Pvt) Ltd
These Articles	Articles of Association of the Company as originally framed or as from time to time altered by Special Resolution
Special Resolution	Meaning assigned thereto in the Act
Member	Any duly registered holder of shares for the time being of the Company
The Board	The Directors for the time being of the Company including (where the context so admits or requires) Nominee Directors

Chairman	Chairman of the Board of Directors
Secretary	Any person, firm, or Company appointed to perform the duties of the Secretary of the Company
Register	Register of members kept under section 123 of the Act
Office	Registered Office for the time being of the Company
Month	Calendar Month
Year	Calendar year
In writing	Written or produced by any substitute for writing or partly one and partly another
Stated Capital	Meaning assigned to it under section 58 of the Act
Act	Companies Act No 7 of 2007

Words importing the singular number include the plural number and vice versa Words importing the masculine gender shall include the feminine gender Words importing persons include corporations

Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these articles

2. The company is a private company within the meaning of section 17 of the companies Act No 7 of 2007 and accordingly

a) Prohibit the company from offering shares or other security issued by the company to the Public and

b) Limits the member of shareholder to fifty not including shareholders who are

i. employees of the company or

ii former employees of the company who became share holders of the company while being employees of such company and who have continued to be share holders after ceasing to be employees of the company

3. Subject to the provisions of the companies No 7 of 2007 the company business and commercial activities are not restricted long as such activities are carried out within the law

4. The Company incorporates herewith the provisions of section(2) (a) of the Act No 7 of 2007 which vest the company with capacity to carry on or undertake any business or activity to do any act or enter into any transaction and section 2 (b) of which confer all rights powers and privileges to carry on aforesaid business and activities and expressly declared section 17(1) of the act that aforesaid provisions shall apply the company

5. Shares

- (1) (a) The shares shall be under the control of the Board of Directors, and they shall issue shares in their absolute discretion to person whom they think fit in accordance with section 51 of the Act No 7 of 2007
- (b) If any shares issued by the company confer on them rights other than those set out in section 49 (2) or any obligation on the holders of shares, the Board of Directors shall approve the term of issue which specifies the rights and obligations attached to those shares
- (c) Unless the term of issue shall be consistent with the articles they shall be invalid
- (d) The consideration for issue of shares shall be decided by the Board of directors, and such consideration must be fair and reasonable
- (e) In the event, shares are being issued ranking equally with or prior to existing shares, such share must be issued or offered first to the existing shareholders in an offer which would if accepted maintain the relative voting, and distribution rights of those shareholders. The offer must remain open for a period of one month from the date of offer
- (2) The company may purchase or otherwise acquire its own shares in accordance with the provision of S 63 and 64 of the Act

6. Calls on shares

- (i) Where a share imposes any obligation on the holder to pay an amount of money-
 - (a) on a fixed date, the holder must pay that amount on that date
 - (b) when called on to do so by the board, the board may at any time give written notice to the holder requiring the payment to be made within a specified period of not less than twenty working days, and the payment must be made in accordance with that notice. Any amount not paid by the due date shall carry interest at a rate fixed by the board not exceeding ten per cent per annum, accruing daily. The board may waive payment of interest
- (ii) Joint holders of a share are jointly and severally liable for any payments to be made under paragraph (1) of this article
- (iii) The company has a lien on every share to which paragraph (a) of article 1 applies, and on every distribution payable in respect of that share, for all amounts presently due and payable to the company in respect of that share
- (iv) The company may sell in such manner as the board thinks fit, any share on which the company has a lien if
 - (a) the company has given written notice of its intention to do so to the shareholder, and
 - (b) the shareholder has failed to make the payment in respect of which the lien has arisen, within ten working days of the giving of that notice
 - (c) The proceeds of sale under paragraph (iv) of this article shall be received by the company and applied first in payment of the costs of sale, and then in payment of the amount in respect of which the lien arose. The remainder shall be paid to the person entitled to the shares, at the time of the sale

- (d) The transfer may be signed on behalf of the purchaser by any person appointed to do so by the board, and the purchaser shall be registered as the holder of the shares transferred and his title shall not be affected by any irregularity or invalidity in the sale
- (v) The proceeds of a sale under paragraph (iv) of this article shall be received by the company and applied first in payment of the costs of sale, and then in payment of the amount in respect of which the lien arose. The remainder shall be paid to the person entitled to the shares, at the time of the sale

Distributions

- 7. (i) The company may make distributions to shareholders in accordance with section 56 of this Act. Subject to paragraph (ii) of this article, every dividend must be approved by the board and by an ordinary resolution of the shareholders. The board must be satisfied that the company will immediately after the distribution, satisfy the solvency test. The directors who vote in favour of the distribution must sign a certificate of their opinion to that effect.
- (ii) The board may from time to time approve the payment of an interim dividend to shareholders, where that appears to be justified by the company's profits, without the need for approval by an ordinary resolution of the shareholders. The board must be satisfied that the company will immediately after the interim dividend is paid, satisfy the solvency test. The directors who vote in favour of the interim dividend must sign a certificate of their opinion to that effect.
- (iii) The company is deemed to have satisfied the solvency test if:
 - (a) it is able to pay its debts as they fall due in the normal course of business, and
 - (b) the value of its assets is greater than the sum of the value of its liabilities and its stated capital

8. Power and Duties of Directors

- (i) Subject to section 185 of the Act which relates to major transactions, the business and affairs of the company shall be managed by or under the direction or supervision of the board. The board shall have all the powers necessary for managing and for directing and supervising the management of the business and affairs of the company.
- (ii) The board may delegate to a committee of directors or to a director or employee any of its' powers which it is permitted to delegate under section 186 of this Act.
- (iii) The directors have the duties set out in the Act, and in particular-
 - (a) each director must act in good faith and in what he believes to be the best interest of the company
 - (b) no director shall act or agree to the company to act, in a manner that contravenes any provisions of this Act or these articles.

9. The number of Directors of the company shall be not less than One and not more seven

10. The first directors of the company shall be

1. ARUNA PRASAD LEKAMGE
 2. KANDE LEKAMLAGE BANDULA KULARATHNA LEKAMGE
- And they shall hold office for life

11. Holding of Directors meeting

- (i) Meeting of the Board of Directors may be held either-
 - (a) by a member of Director who constitute a quorum being assembled together at the place, date and time appointed for the meeting or
 - (b) by means of auditor audio and visual communication by which all director participating and constituting a quorum can simultaneously hearing each other throughout the meeting
 - (c) quorum for a meeting of the Board of Director shall be majority of Directors

12 Notice of meeting

- (a) A director may and the Secretary on the requisition of the director shall at any time summon a meeting of Directors
- (b) Not less than twenty four hours notice of meeting of the Board of Directors must be given to every director who is in Sri Lanka

13 Proceedings of Directors

- (a) The Director may meet for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. Question arising at a meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a casting vote
- (b) No business shall be transacted at a meeting of Directors, unless a quorum is present. Continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the rules of the company as the necessary quorum of Directors the continuing directors or directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company but for no other purpose.
A director present at a meeting of the Board is presumed to have agreed to and to have voted in favour of the resolution of the Board unless expressly dissenting from or voting against the resolution

14 Minutes

The Board must ensure that minutes are kept of all proceedings of the Board

15 Unanimous Resolution

- (i) A resolution in writing signed or assented to by all directors entitled to receive notice of a meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened and held

- (ii) Any such resolution may consist of several documents including facsimile or other similar means of communication in like form each signed by or assented to by one or more directors
- (iii) A copy of any such resolution must be entered in the minutes book of Board proceedings

16. General meeting

A meeting of shareholders may determine its own procedure to extent that it is not governed by these articles

17. Notice of Meeting

- (1) written notice of the time and place of a shareholders meeting must be given to every shareholder entitled to receive notice of the meeting and every director and the auditor of the company-
 - (a) not less than fifteen working days notice before the meeting if the company is not a private company and it is not intended to propose a resolution as a special resolution at the meeting,
 - (b) Not less than ten working days before meeting in any other case
- (2)
 - (a) Notice must set out nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to have a reasonable judgment in relation to it
 - (b) The text of the resolution to be submitted to the meeting
 - (c) Any irregularity in the notice of a meeting is waived off if all the shareholders entitled to attend and vote at the attend the meeting attend without protest to the irregularly or if all such the directors agree to the waiver
 - (d) If a meeting of shareholders is adjourned for less than thirty days, it is not necessary to give notice of the time and placed of the adjourned other than by announcement at the meeting which is adjourned

18. Methods of holding meetings

A meeting of shareholders may be held either-

- (a) by a number of shareholders who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
- (b) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting

19. Quorum

- (i) Subject to paragraph (iii) of the article, no business may be transacted at a meeting of shareholders if a quorum is not present
- (ii) A quorum for a meeting of shareholders is present if the shareholders or their proxies are present who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting
- (iii) If a quorum is not present within thirty minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the directors may appoint. If at the adjourned meeting, a quorum is not present within thirty minutes after the time appointed for the meeting, the shareholders present or their proxies shall be deemed to form a quorum

20. Chairman

- (i) The Chairman of any, of the Board of Directors shall preside as Chairman at every general meeting, of the company, or where there is no such Chairman, or where he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their member to be the Chairman of the meeting

- (ii) Where at any meeting no director is willing to act as Chairman or where no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting
- (iii) The Chairman may, with the consent of any meeting at which quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjournment meeting.

21 . Voting

- (i) In the case of a meeting of shareholders held under paragraph (a) of article 18 unless a poll is deemed, voting at the meeting shall be by which ever of the following methods as determined by the Chairman of the meeting
 - (a) voting by voice
 - (b) voting by show of hands
- (ii) In the case of a meeting of shareholders held under paragraph (b) of article 18, unless a poll is demanded, voting at the meeting shall be by shareholders signifying individually their assent or dissent by voice
- (iii) A declaration by the chairman of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with paragraph (iv) of this article,
- (iv) At a meeting of shareholders, a poll may be demanded by-
 - (a) not less than five shareholders having the right to vote at the meeting, or

- (b) a shareholder or shareholders representing not less than ten per centum of the total voting rights of all shareholders having the right to vote at the meeting
- (v) A poll may be demanded either before or after the vote is taken on a resolution
- (vi) If a poll is taken, votes must be counted according to the votes attached to the shares of each shareholder present and voting
The Chairman of a shareholders meeting is not entitled to a casting vote

22. Proxies

- (i) A shareholder may exercise the right to vote either by being present in person or by proxy,
- (ii) A proxy for a shareholder is entitled to attend and be heard at a meeting of shareholders as if the proxy were the shareholder
- (iii) A proxy must be appointed by notice in writing signed by the shareholder. The notice must state whether the appointment is for a particular meeting, or for a specified term

23. Corporations may act by representatives

- A body corporate which is a shareholder may appoint a representative to attend a meeting of shareholders on its behalf in the same manner as it could appoint a proxy

24. Votes of Joint holders

Where two or more persons are registered as the holder of a share, the vote of the person named first in the share register and voting on a matter, shall be accepted to the exclusion of the votes of the other joint holders

25. Loss of voting right if calls unpaid

If a sum due to a company in respect of a share has not been paid, that share may not be voted at a shareholders' meeting other than a meeting of an interest group

26. Annual General meetings and extraordinary General meetings of shareholders

(i) Subject to paragraphs (2) and (3) of this article, the board must call an annual meeting of the company to be held-

- (a) once in each calendar year
- (b) not later than six months after the balance sheet date of the company, and
- (c) not later than fifteen months after the previous annual meeting

The meeting must be held on the date on which it is called to be held

(ii) The company need not hold its first annual meeting in the calendar year of its incorporation, but must hold that meeting within eighteen months of its incorporation

(iii) An extraordinary meeting of shareholders entitled to vote on an issue may be called at any time by the board, and must be called by the board on the written request of shareholders holding shares, carrying not less than ten per centum of votes which may be cast on that issue

(iv) A resolution in writing signed by not less than eighty-five per centum of the shareholders entitled to vote on the resolution at a meeting of shareholders, who together hold not less than eighty-five per centum of the votes entitled to be cast on that resolution, is as valid as if it had been passed at meeting of those shareholders. The company need not hold an annual meeting if every thing required to be done at the meeting (by resolution or otherwise) is done by resolution and is in accordance with this clause

(v) Within five working days of a resolution being passed under paragraph (iv) of this article, the company must send a copy of the resolution to every shareholders who did not sign it

(vi) A resolution may be passed under paragraph (iv) of this article without any prior notice being given to shareholders

27. Alternate Directors

- i) Any director may at any time by notice in writing left at the office appoint any person approved by the company by ordinary resolution to be an Alternate Director of the company to act in his place and the following provisions of this Article shall apply to any person so appointed
- ii) A person so appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive remuneration from the Company nor be required to hold any share qualification but the directors may repay the Alternate Director such reasonable expenses as he may incur in attending and returning from meeting of the Director, properly incur in or about the business of the company or may pay such allowances as they may think proper in respect of these expenses
- iii) An alternate Director shall (on his giving an address for such notice to be served upon him) be entitled to receive notice of all meetings of the Directors and to attend and vote as a Director of such meeting at which the Director appointing him is not present and he shall be taken into account in determining whether a quorum is present at meetings of Directors at which he attends and generally at such meetings to perform all functions of his appointor as a Director
- iv) Alternate Director may be appointed for specified event but he shall de facto cease to be an Alternate Director in any of the following events, that is to say -
- v) Upon the resumption of his duties as Director of the appointor
- vi) If his appointor cease for any reason to be a Director, provided that if any Director retires by a rotation but is re-elected at a meeting at which such retirement took effect any appointment

made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired

- vii) If the Alternate Director be lunatic or becomes of unsound mind
 - viii) If the appointment of the Alternate Director is revoked by notice in writing left at the office by his appointor
 - ix) If the company by ordinary resolution resolve that the appointment of the Alternate Director be terminated, provided that such termination shall not take effect until the expiration of thirty days after the date of the resolution of the Directors
28. A Director shall not vote on the question of the approval of an Alternate Director to act him or in the question of the appointment of such an Alternate Director and if he does so his vote shall not be counted, nor shall be counted for the purposes of the quorum
29. An Alternate Director appointed to act in the place of any executive director of the Company shall not by virtue of such appointment assume the functions of his appointer as an Executive of the Company unless the Board shall otherwise determine

Executive Directors

30. (i) The Directors may from time to time appoint one or more of their body to the holder of any executive office including the office of Managing Director or Joint Managing Director or Manager for such period as they may determine
- (ii) The appointment of any Director to the office of Managing Director or Joint Managing Directors or Manager or any other Executive Office shall be subject to termination if he ceases

from any other cause to be a Director, but without prejudice to any contract of service between him and the Company.

- (iii) The Directors may entrust to and confer upon an Executive Director any of the powers, exercisable by them upon such terms and conditions and with such restriction as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time, revoke, withdraw, alter or vary all or any such powers
- (iv) An Executive Director may receive such remuneration whether by way of salary, commission, participation in profits, or superannuation provisions or partly in one way and partly in another as the Directors determine

Nominee Directors

- 31. If the Company should obtain or arrange to have any assistance by way of finance or otherwise from financial institution, finance corporations, or bodies or banks and if as part of such arrangement or assistance and as per terms and conditions, thereof, such corporations or institutions or banks or bodies were entitled to appoint or nominate their representative or representatives as member or members of the Board of Directors of the Company, then such corporations, bodies, institutions or Banks, may appoint or nominate any persons of their choice and vary or change such nominations or appointment as they may deem fit from time to time. The requirement of qualification shares or retirement by rotation shall not apply to such Nominee Directors
- 32. **Payment of Remuneration and other benefit to Directors**
 - (1) Subject to provision 217 of the companies Act No 7 of 2007

- (a) The Board of Directors may approve payment of any remuneration or provisions of other benefit to a director for services as a director or in any other company
 - (b) The payment by the company to a director or former director of compensation for loss of office
 - (c) If the Board is satisfied that it is fair to the company to do so
- (2) Where such payment of remuneration is paid or benefit confirmed Provisions of subsection 2,3,4,5 and 6 of section 216 shall apply to such transactions

Borrowing Powers

- 33
- (i) The Board of Directors may from time to time discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the company
 - (ii) The board of Directors may raise or secure the payment or payments of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit

Not entitled to information

34. No member shall be entitled except to the extend permitted by the act or by these Articles to enter into or upon the property of the Company or to required discovery of or information respecting any detail of the company, trading or any other matter which is or may be in the nature of trade secret, mystery of trade or secret process of which may relate to the conduct of the business of the Company and which in the opinion of the Director cannot be communicated to the public

I the Initial Share holder of the proposed Company hereby agree to the forgoing Articles of Association

Name, address and

Description of Initial Share Holder

Signature

1. **ARUNA PRASAD LEKAMGE**
 No 699B, "Thushan"
 Koholwila Road,
 Gonawala
 Kelaniya
 (Chairman/Managing Director)



Dated 2nd day of July Two Thousand and Ten

Samaraweera
CONSULTANCY SERVICES
ACCOUNTANTS, AUDITORS & TAX CONSULTANTS

No 628
Wilahena Road, Gonawala, Kelaniya
Tel 011 2910450, 037 2279729
Mobile 071 8032522

S A J Samaraweera. Bsc (B Ad)sp MAAT (SL)

4th April 2011

Managing Director
Mr. A P Lekamge
Gemunu Mawatha
Kiribathgoda

A P L INTERNATIONAL (Pvt) LTD

- 1 Place where the business is carried on or exercised.
Gemunu Mawatha, Kiribathgoda.
- 2 Income Tax File No
114730556
- 3 Name of Business
A P L International (pvt) ltd
- 4 Nature of Business
Import of Motor vehicles
- 5 The accounts of the above mentioned business for the accounting period
01 07.2010 to 31 03 2011 were examined and audited by us
- 6 I Hereby Certify

(a) I have -

- i Examined the records of original entry
- ii Verified income from records
- iii Test checked expenses
- iv Test checked the bank accounts

(b) Accounts have been maintained on an accrual basis

- 7 Our further comments and observations are as follows

Trade Debtors, Trade creditors & Personal Loan are indicated at values as certified by the directors. I certify attached revenue report & Balance sheet are True & Correct, Assets & Liabilities Values Certify by the Owner

Samaraweera
CONSULTANCY SERVICES


Accountant

I CONFIRM THIS IS
A TRUE COPY OF
THE ORIGINAL
DOCUMENT



S KURUPPU ARATCHILAGE
PERMANENT REPRESENTATIVE
14.12.12

A P L INTERNATIONAL (PVT) LTD

Gemunu, Mawatha – Kiribathgoda.

BALANCE SHEET AS AT 31ST MARCH 2011

Fixed Assets

Office Equipment	350,000.00
Furniture	<u>150,000.00</u>
	500,000.00

Current Assets

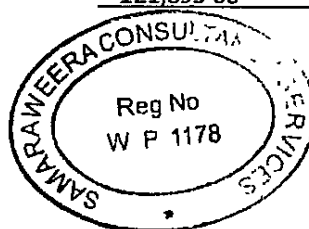
Bank Balance - NTB	616,776.00	
Stock	13,382,030.00	
VAT Account	<u>4,481,260.00</u>	<u>18,480,066.00</u>
		<u>18,980,066.00</u>

Finance By:

Stated Capital	10.00
Profit & Loss Account	<u>6,696,940.00</u>
	6,696,950.00
Directors Investment	7,963,593.00

Current Liabilities

Customer Deposits	4,000,000.00	
Bank Over Draft - People's Bank	197,628.00	
Accrued Expenses	<u>121,895.00</u>	<u>4,319,523.00</u>
		<u>18,980,066.00</u>

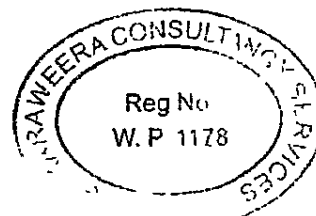


APL INTERNATIONAL (PVT) LTD

Gemunu Mawatha – Kiribathgoda

REVENUE REPORT FOR THE PERIOD FROM 1ST JULY 2010 TO 31ST MARCH 2011

	NOTES	Rs
Turn over		105,125,550 00
Less Cost of sales-	Note 01	<u>94,986,300 00</u>
GROSS PROFIT		10,139,250 00
<u>Less: Expenses</u>		
Administration expenses –	Note 02	1,290,555 00
Sales & Distribution Expenses –	Note 03	1,225,700 00
Financial Expenses –	Note 04	<u>926,055 00</u>
		<u>3,442,310 00</u>
NET PROFIT		<u>6,696,940.00</u>



NOTE ON ACCOUNT

01 Cost Of sales

LC & Pay order Payment	66,271,375 00
Custom Duty	41,146,470 00
Clearing & other Expenses	<u>950,485 00</u>
	108,368,330 00
Less. Stock in Hand	<u>13,382,030 00</u>
	<u>94,986,300 00</u>

02. Administration Expenses

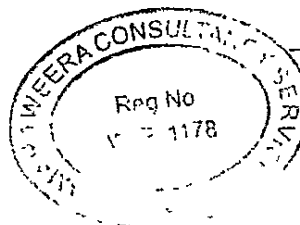
Staff Salary & Related Cost	280,250 00
Building rent	225,000 00
Electricity Bills	14,630 00
Stationery & Printing	22,325 00
Travelling & Transportation	61,420 00
Director's Allowance	600,000 00
Accounts Fees	25,000 00
Telephone Bills	<u>61,930 00</u>
	<u>1,290,555.00</u>

03 Sales Expenses

Sales Commissions	1,150,500 00
Motor Accessories & Other	<u>75,200 00</u>
	<u>1,225,700.00</u>

04 Financial expenses

Bank Charges & D/Tax	141,725.00
Bank OD Interest	<u>784,330 00</u>
	<u>926,055.00</u>





FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC030571

UK Establishment No. BR015629

The Registrar of Companies hereby certifies that

A P L INTERNATIONAL (PVT) LTD

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **29th December 2011.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES