

(DUPLICATE FOR THE FILE)

36037.



## Certificate of Incorporation.

I hereby certify that

Bombay Spirits Company Limited

is this day incorporated under the Companies Act, 1948, and that this Company is Limited.

SIGNED by me at Edinburgh, this Twentieth day of January

One Thousand Nine Hundred and sixty-one

  
Registrar of Companies.

## THE COMPANIES ACT, 1948.

COMPANIES  
REGISTRATION.A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF  
COMPANY.....

*Bombay Spirits Company* LIMITED.

CAT. No. C.F. 41.

CS11 JS164(J) L

**JORDAN & SONS,**  
LIMITED

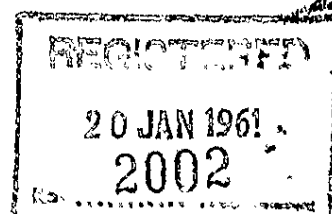
Company Registration Agents, Printers and Publishers  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

*Bird, Son & Semple,*

*Solicitor,*

*223, The Strand.*



1. JAMES HUGH CAMPBELL, Solicitor

of 223 HOPE STREET, GLASGOW

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [a person named in the Articles of Association as a Director/Secretary],

of

BOMBAY SPIRITS COMPANY LIMITED,

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

Declared at Glasgow

the Sixteenth day of January

One thousand nine hundred and fifty one

before me,

J. Stewart D. Watson  
A Commissioner for Oaths (b)

James H. Campbell

NOTE.

Section 15 of The Companies Act, 1948.

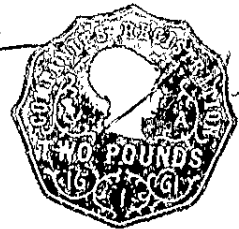
15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

## BOMBAY SPIRITS COMPANY LIMITED

- I. The name of the Company is "BOMBAY SPIRITS COMPANY LIMITED."
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are :—
  - (a) To carry on in Scotland or elsewhere all or any of the following businesses :—Wine and Spirit Merchants, Brokers and Agents, Publicans, Licensed Victuallers, Distillers, Brewers, Blenders and Bottlers, Bonded Warehouse Proprietors and Keepers, Hotel Keepers, Restaurant and Refreshment Caterers, Maltsters, Coopers, Storekeepers, Licensed Grocers, Exporters and Importers, Wholesale and Retail Grocery and Provision Merchants, Oilmen, Italian Warehousemen, Tobacconists, Aerated and Mineral Water Manufacturers and Dealers, Confectioners and Importers and Wholesale and Retail Dealers of and in all or any kinds of foods, provisions, drinks and articles and commodities of personal or household use and consumption.
  - (b) To acquire, purchase or carry on any business of a similar or kindred nature to those above mentioned, or generally carried on therewith.
  - (c) To purchase, feu, lease, hire, acquire, build, hold and administer, and to sell, feu out, let, build upon, mortgage, assign or dispose of lands and heritages, real and personal property, and any rights and privileges which the Company may think necessary or convenient for the purposes of its business, including any patents, trade marks, licences, concessions and the like which may seem capable of being used for any of the purposes of the Company or which may seem calculated to benefit the Company.
  - (d) To subscribe for, purchase, take, or otherwise acquire and hold shares, stock, bonds, debentures, securities or obligations in any other Company or Corporation, and to sell, exchange, or otherwise deal with the same or lend on the security thereof.
  - (e) To borrow or raise money and to secure the payment thereof by bond and disposition in security, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way, and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital.
  - (f) To draw, make, accept, discount, endorse, execute and issue Promissory Notes, Bills of Exchange, Debentures, and other Negotiable or Transferable instruments.
  - (g) To lend, invest and deal with moneys of the Company in such manner as may from time to time be determined either to Directors or other persons, and to pay the expenses, preliminary and incidental to the formation and registration of the Company.
  - (h) To take, enter into, commence, prosecute and defend, all steps, agreements, negotiations, legal or other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which may at any time appear conducive or expedient

for the protection of the Company as holders of, or as interested in, any such securities and investments as aforesaid, realising such securities and investments, or for obtaining payment of the moneys payable thereon or which may be conducive to the attainment of the objects of the Company.

- (i) To deal with any bank or banks or others in the way of placing money on current account or deposit, or to borrow money from such banks or others.
- (j) To enter into contracts or obligations by Bonds, Bills, Notes, Debentures or otherwise for carrying out the above objects, or any one or more of them: to sell, amalgamate with, purchase, take an interest in or acquire the business of any person, Company or Corporation carrying on a business which may be considered conducive to the interests of the Company.
- (k) To support or subscribe to any public or charitable object and to give pensions, allowances, gratuities and bonuses to directors, former directors or employees or ex-employees of the Company and to wives, widows and children or other dependents of such persons and to form pension funds for such persons and contribute thereto.
- (l) To insure the Company against loss and damage by fire, accident or otherwise howsoever.
- (m) To do all such other things as are or may be incidental or conducive to the attaining of all or any of the above-mentioned objects.

IV. The liability of the members is limited.

V. The share capital of the Company is £100 divided into 100 shares of £1 each, with power to increase the capital from time to time and to divide the shares of the Company for the time being into several classes and to attach thereto respectively such preferential or special rights or conditions as may be determined upon under the regulations of the Company.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Navor Temple Solicitor</i> <i>223 Hope Street Glasgow</i> <i>James Angus Campbell, Solicitor</i> <i>223 Hope Street, Glasgow</i>	  <i>Two</i>    <i>One</i>

DATED the *Sixteenth* day of *January*, 1961.

WITNESS to the above Signatures:—

*Jan R. Gardner,*  
*Law-Offrentice,*  
*223, Hope Street,*  
*Glasgow.*



# Articles of Association

OF

## BOMBAY SPIRITS COMPANY LIMITED

1. The Company is established as a Private Company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A except regulations 1 and 3 in the First Schedule to that Act (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 5, 24, 53 and 71 of Part I of Table A in the same Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The following Clauses of Table A, Part I shall be modified: Clause 58 so that the word "two" shall be substituted for the word "three" wherever the latter word occurs in said Clause. In Clause 86 the words "and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted. In Clause 88 (a) the word and figures "or 185" shall be omitted.

4. The Directors shall be entitled to purchase and acquire on behalf of the members, to be apportioned among them, the shares of members who propose to sell the same and that at such price as shall have been fixed as the value of the Company's shares at the last Ordinary General Meeting of the members and failing that, by the Auditor of the Company. Members proposing to sell their shares shall give the Directors written notice of their intentions and on receipt of such notice the Directors shall be entitled to sixty clear days within which they may intimate their intention of purchasing, and on the expiry of the said sixty days without the Directors so intimating, the member proposing to sell shall be entitled to dispose of his shares otherwise subject to Clause 5 hereof.

5. The Directors may refuse to register any transfer of shares whatsoever without assigning any reason for such refusal.

6. The Directors may borrow from or lend to the Company.

7. A resolution in writing signed by all the Directors shall be as valid as if it had been passed at a meeting of the Directors.

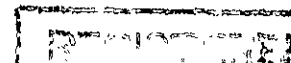
### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*James Smith, Solicitor, 223*  
*Hope Street, Glasgow*  
*James Hugh Campbell, Solicitor*  
*223 Hope Street, Glasgow.*

DATED the *Sixteenth* day of *January*, 1961.

WITNESS to the above Signatures:—

*John R. Gordon, Jr.,*  
*Lawyer & Apprentice,*  
*223, Hope Street,*  
*Glasgow.*



20 JAN 1961

20

**BOMBAY SPIRITS COMPANY  
LIMITED.**

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**Memorandum  
AND  
Articles of Association**

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No.



**Certificate of Incorporation**

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I HEREBY CERTIFY that "BOMBAY SPIRITS COMPANY LIMITED" is this day incorporated under the Companies Act, 1948, and that this Company is LIMITED.

Signed by me at Edinburgh, this  
day of , One thousand nine hundred and  
Sixty-one.

*Registrar of Companies.*

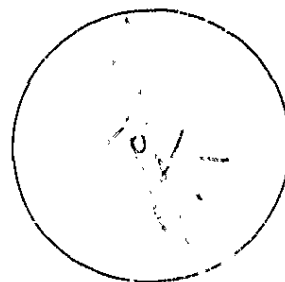
SEAL.

BIRD, SON & SEMPLE,  
Writers,  
223 HOPE STREET, GLASGOW.

No. OF COMPANY

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

## Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891.*

*(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100 — Sec. 41, Finance Act. 1933.)*

NAME OF

COMPANY

*Bombay Spices Company*

LIMITED.

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. No. C.A. 25.

P132 JS156(H) (L)

**JORDAN & SONS,**  
LIMITED

*Company Registration Agents, Printers & Publishers,*  
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

*Presented for registration by*

*Bis, Sam & Semple,*

*Solicitors,*

REGISTERED

20 JAN 1934





10/ 607

## The Nominal Capital

of Bombay Spinning Company

LIMITED,

is £.100, divided into 100 shares of £.1

each.

Signature

James H. Campbell

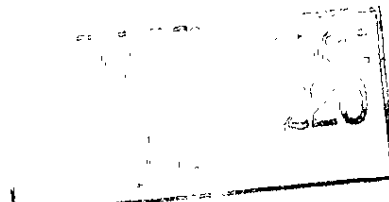
Description Solicitor engaged in the formation  
of the Company.

Date 16th January, 1901.

This margin is reserved for binding, and must not be written across.

Company Number 36037

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES



RESOLUTION  
OF  
BOMBAY SPIRITS COMPANY LIMITED

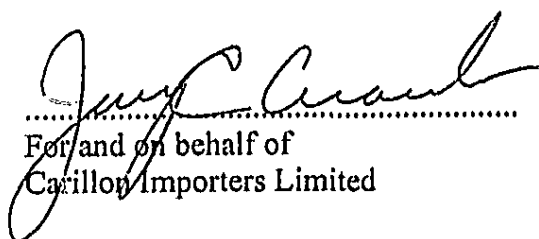
We the undersigned being all the Members of the above named Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby resolve pursuant to Regulation 53 of Table A of the Companies Act 1985 (which regulation is incorporated into the Company's Articles of Association):

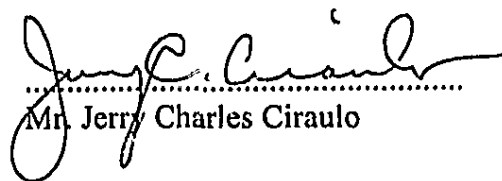
RESOLUTION

THAT the name of the Company be and is hereby changed to:

THE BOMBAY SPIRITS COMPANY LIMITED.

Signed by the Members

  
For and on behalf of  
Carillon Importers Limited

  
Mr. Jerry Charles Ciraulo

Dated: 1/27.....1995



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 36037

The Registrar of Companies for Scotland hereby certifies that

**BOMBAY SPIRITS COMPANY LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of

**THE BOMBAY SPIRITS COMPANY LIMITED**

Given at Companies House, Edinburgh, the 31st March 1995

**J. J. ROBERTSON**

Registrar Of Companies



**C O M P A N I E S   H O U S E**