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in black type or
bold block
lettering

*Insert full name
of company

COMPANIES FORM No. 395

1512-

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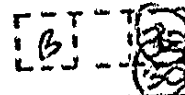
395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number



150515

Name of company

DEUNDI TEA COMPANY LIMITED

Date of creation of the charge

18 JANUARY 1994

Description of the instrument (if any) creating or evidencing the charge (note 2)

DEED OF HYPOTHICATION CREATED OUTSIDE THE UK COMPRISING
LANDS SITUATED OUTSIDE THE UK

Amount secured by the mortgage or charge

TAKAS 86,700,000

(TAKAS EIGHTY SIX MILLION SEVEN HUNDRED
THOUSAND)

Names and addresses of the mortgagees or persons entitled to the charge

BANGLADESH KRISHI BANK
CHITTAGONG
BANGLADESH

Postcode

Proventor's name, address and
reference (if any)

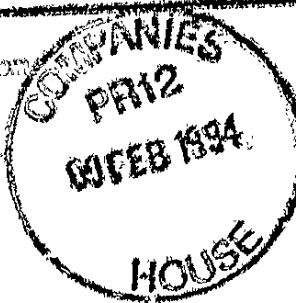
R. E. A. S. S. S. S.

THE/IT

For official use

RECEIVED

Postcode



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SEASON 1994 TEAS MANUFACTURED OR IN COURSE
OF MANUFACTURE AT THE TEA ESTATES KNOWN
AS DEVUNDI, LARCHAND + MEARTINGA ESTATES,
SYLHET, BANGLADESH & ALL SALE PROCEEDS
THEREOF.

Please complete
legibly, preferably
in black type or
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lettering

Particulars as to commission allowance or discount (note 3)

DEVUNDI TEA COMPANY LTD

Signed

[Signature]

Date

8 February 1994

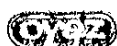
On behalf of [company] ~~(mortgagee/chargee)~~ Director

*Delete as
appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created inside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of its:
(a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
(b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Page 2



FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00150515

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF HYPOTHECATION EXECUTED OUTSIDE THE UNITED KINGDOM COMPRISING PROPERTY SITUATED OUTSIDE THE UNITED KINGDOM DATED THE 18th JANUARY 1994 AND CREATED BY DEUNDI TEA COMPANY, LIMITED FOR SECURING TAKAS 86,700,000 DUE OR TO BECOME DUE FROM THE COMPANY TO BANGLADESH KRISHI BANK WAS REGISTERED PURSUANT TO CHAPTER I PART XII OF THE COMPANIES ACT 1985 ON THE 9th FEBRUARY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th FEBRUARY 1994.

P. Jones
P. JONES

for the Registrar of Companies



Post
7.2