

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

STEPHALA TRADING CO.

LIMITED

Presented by

Presentor's Reference ETR

Allen & Overy,

9, Cheapside,

London, E.C.2.

Form No. 41
(No filing fee payable)

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PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

of 9, Cheapside, London, E.C.2

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("a Solicitor

of the Supreme Court engaged in the formation

of STEPHALA TRADING CO.

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 4-9 Wood Street

in the City of London

the 29th day of March

one thousand nine hundred and
seventy two.

R. H. Sykes.

Before me,

Frank N. Sykes

A Commissioner for Oaths [or Notary Public or
Justice of the Peace.]

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

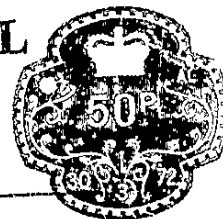
Number of
Company

1049987

STATEMENT OF THE NOMINAL CAPITAL

OF

STEPHALA TRADING CO.



LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £100

Signature

Allen Overy

Description Solicitors engaged in the formation of the Company.

Dated the *28th* day of *March* 19*72*.

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference EGR

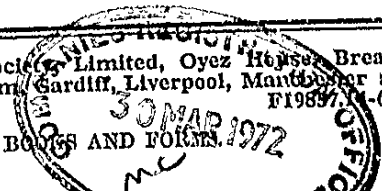
Allen & Overy,

9, Cneapside, London, E.C.2.

Form No. 25

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PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



1049987 / 3-of-

STEPHALA TRADING CO. LIMITED

1. The name of the Company is STEPHALA TRADING CO. LIMITED. ✓

2. The Registered Office of the Company will be situated in England. ✓

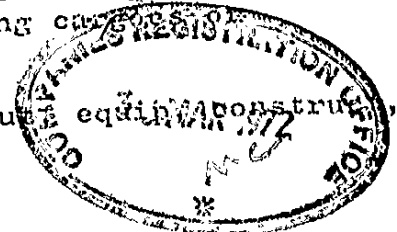
3. The objects for which the Company is established are:-

(1) To carry on in all its branches in any part of the world the business of general mercantile, buying and selling agents, and commission agents, brokers and factors, manufacturers of and dealers in goods, products and merchandise of every kind and description whatsoever and of selling at home or abroad all such materials articles or goods manufactured or unmanufactured as in the opinion of the Directors can be conveniently or advantageously sold by the Company.

(2) To buy, sell, import, export, manipulate and deal in wholesale or retail plant, machinery, implements, provisions, merchandise and raw materials and commodities of all kinds, including coal and its products, coke, patent fuel, oil and its products, feeding stuffs, salt, grain, timber; live and dead stock, meat, molasses and produce, and things capable of being used or conveniently dealt in by the Company in connection with any of its objects.

(3) To carry on all or any of the businesses of charterer, agent, including agent or representative for shipping and cable companies, loading broker, shipbroker, insurance, passenger and general broker, manager of shipping and other property, ship's husband, stores dealer, shipowner, shipper tug owner, saloon, freight and postal and general contractor, chartering agent, general merchant, exporter and importer of goods and merchandise, and carrier by land, sea or air, wherry and barge owner, ship's chandler, lighterman, carter, carrier, forwarding agent, tourist and general agent, agent for delivery of parcels, warehouseman, wharfinger, stevedore, master porter and trader, oil merchant, shipper or refiner and any other business commonly or conveniently carried on therewith, including the purchase of any goods for the purpose of furnishing cargoes and freights.

(4) To make, build, erect, layout equipment and construct



maintain, alter, use, manage, pull down, repair improve and work in any parts of the world, dwellinghouses, flats, offices, shops, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, wells, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, saw and other mills, warehouses, steam and other ships, and other works, buildings and conveniences of all kinds which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of cost of making, building, maintaining, using and working the same.

- (5) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon, and give up any works or businesses at any time acquired by the Company.
- (6) To take out purchase or otherwise acquire for any estate or interest any property, assets, or any concessions, licences, grants, patents, trade-marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient and to make experiments and tests and carry on all kinds of research work.
- (7) To acquire and hold bonds, debentures, debenture stock, notes, obligations, scrip, shares or stock issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, obligations or securities of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise whether at home or abroad and to co-ordinate the administration of any group or groups of two or more companies.
- (8) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property real or personal, belonging to the Company, or in which the Company may be interested.
- (9) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (10) To acquire and undertake on any terms and

subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

- (11) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (12) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, and to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (13) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To borrow and raise money in any manner and on any terms.
- (18) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (19) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (20) To lend money with or without security and to

subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.

- (21) To grant pensions or gratuities to any past or present director, officer or employee of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company or the relations, connections, or dependants of any such persons and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to contribute to any public, general or useful object.
- (22) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (23) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may affect the Company. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or re-assurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946, and any extension, modification or re-enactment thereof for the time being in force, or to re-insure any risks under any class of assurance business to which those Acts apply.
- (24) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (25) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiation or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any such steps taken by any other company or firm or person which may be considered likely directly or indirectly to prejudice the interests

of the Company or its members.

- (26) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone, or in conjunction with others.
- (27) To distribute among the members of the Company in specie any property of the Company.
- (28) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) that the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified or the powers thereby conferred.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions 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
<p><i>Les may</i> 517 Woodmange Drive, Lough Rigg, Essex. Solicitors Managers.</p> <p><i>E. G. House</i> 167 Wendover Way Welling Kent. Solicitors Clerk</p>	<p><i>One</i></p> <p><i>One</i></p>

DATED this 28th day of March, 1972.

WITNESS to the above signatures:-

P. Cunningham
32 Offdrey Road
Berkley Heath Kent
Solicitors Clerk

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

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STEPHALA TRADING CO. LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named Stephala Trading Co. Limited (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75 and 87 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The initial Share Capital of the Company is £100 divided into 100 Shares of £1 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting, which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

6. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

7. The first Directors shall be appointed by the subscribers to the Memorandum of Association, or a majority of them, by memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

8. A director (other than a Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

BORROWING POWERS.

11. In regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be deleted.

NOTICES.

12. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. C. May

54 Woodrange Drive.
Launceston Bay
Essex.

Director Manager

J. G. House

67 Wendover Way
Woking

Director Clerk. Kent.

DATED this 28th day of March 1972.

WITNESS to the above signatures :-

P. Cunningham,
32 Sydney Road,
Bexleyheath,
Kent.

Solicitors Clerk



CERTIFICATE OF INCORPORATION

No. 1049987

I hereby certify that

STEPHALA TRADING CO. LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 14th April 1972

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

The Companies Act 1948 & 1967

COMPANY LIMITED BY SHARES

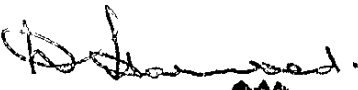
SPECIAL RESOLUTION
OF
STEPHALA TRADING COMPANY LIMITED

Passed 15th June 1973

AT AN EXTRAORDINARY GENERAL MEETING
of the above-named Company, duly convened, and held at
BSA Small Heath Works, Birmingham 11 on Friday,
15th June 1973 the subjoined Resolution was duly passed
as a Special Resolution:

RESOLUTION

"That the name of the Company be changed to
BSA DARLINGTON FOUNDRY LIMITED."


D. Harwood,
Secretary.

+ OVERY,



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1049987

I hereby certify that

STEPHALA TRADING CO. LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

BSA DARLINGTON FOUNDRY LIMITED

Given under my hand at London the 28th June 1973

N. Taylor
(N. TAYLOR)

Assistant Registrar of Companies

MEMORANDUM OF ASSOCIATION

- of -

B.S.A. DARLINGTON FOUNDRY LIMITED

(As amended by Resolution passed
12th December 1975)

1. The name of the Company is "B.S.A. DARLINGTON FOUNDRY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To manufacture and deal in iron, steel and non-ferrous alloy castings including castings made by the zircon sand shell moulded method and to carry on business as founders.
 - (2) To carry on business as manufacturers, designers, and dealers of and in iron, steel and non-ferrous alloy components of all descriptions, mechanical and electrical equipment, motor vehicle bodies, firearms, ammunition, metal powders, metal bearings, precision cutting and lapping machines, building products, cement testing apparatus, lighting apparatus, raising and lowering gear, general equipment for road and rail services and equipment and metal products of every description.
 - (3) To carry on business as electrical, mechanical, motor, light heavy and general engineers, smiths, fitters and workers in metal of all kinds and any other business in the field of metallurgy and engineering.
 - (4) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
 - (5) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
 - (6) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to

construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (7) To provide services of all descriptions and to carry on business as advisors, consultants, brokers and agents of any kind.
- (8) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (9) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (10) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (11) To acquire and carry on any business carried on by a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company.
- (12) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (13) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (14) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligation or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities of, any

person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (15) To amalgamate with or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (16) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes and other instruments and securities, whether negotiable or otherwise.
- (17) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (18) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (19) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (20) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (21) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or

business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.

- (22) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (23) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relation, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (24) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (25) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (26) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (27) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable


of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

- (28) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £500,000 divided into 500,000 Ordinary Shares of £1 each.



ARTICLES OF ASSOCIATION

" of -

B.S.A. DARTINGTON PONDNEY LIMITED
(Adopted 12 December 1975)

TABLE A

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "the Act"), except where the same are excepted or varied by or inconsistent with these Articles of Association, shall apply to the Company. Unless otherwise indicated, any reference in these Articles of Association to a Regulation of Table A shall be construed as a reference to the Regulation of that number contained in Part I of Table A in the First Schedule to the Act.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles of Association is £500,000, divided into 500,000 Ordinary Shares of £1 each.

3. Subject to any direction to the contrary which may be given by the Company in General Meeting, all shares in the capital of the Company for the time being unissued shall be under the control of the Directors, who may all or otherwise dispose of the same to such persons, for such consideration and upon such terms and conditions as they may determine, and in particular the Directors may grant to any person the option to take up any shares for such period and on such terms and conditions as the Directors may think fit, but so that no share shall be issued at a discount except in accordance with Section 57 of the Act.

MODIFICATION OF RIGHTS

4. If any separate General Meeting convened pursuant to Regulation 4 of Table A shall be adjourned owing to the fact that the prescribed quorum was not present, and if at the adjourned meeting the prescribed quorum shall not be present within half an hour from the time appointed for holding the meeting, the holders of shares of the class in question present in person or by proxy at the adjourned meeting shall constitute a quorum.

LIEN

5. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deleted.

CALLS ON SHARES

6. In the first sentence of Regulation 15 of

There is no word "provided that" in the original instrument. The word "provided that" is inserted in the original instrument by the Board of Directors of the Company after the words "provided that".

ARTICLE IV

7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and either then in the case of fully paid shares, by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered shall be retained by the Company. Regulation 22 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

8. In Regulation 4 of Part II of Table A the words "provided that there be not less than two persons present" shall be inserted after the word "proxy".

9. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and in the case of a body corporate which is a Member signature shall be sufficient if made by a director of that body corporate or by its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

VOTES OF MEMBERS

10. If at any General Meeting any vote shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless in the opinion of the Chairman of the meeting it shall be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two in number. Regulation 75 of Table A shall not apply.

12. Every Director shall have the power to appoint (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director, except as regards remuneration and

the power to appoint an alternate, shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and every alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director when he represents. Any Director acting as alternate shall have an additional vote for every Director for whom he acts as alternate. An alternate Director shall cease ipso facto to be an alternate Director if his appointor ceases for any reason to be a Director.

13. Any appointment and removal of an alternate Director shall be effected by instrument in writing signed by the appointor and sent to or delivered at the registered office of the Company.

14. If any Director shall be called upon to perform extra services or make special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may arrange with such Director for such extra remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage and charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

16. A Director who pursuant to Regulation 84(1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

PENSIONS AND ALLOWANCES

17. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director or in any other executive office or employment under the Company or indirectly as an executive or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in

respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. The holder or holders for the time being of a majority of the Ordinary Shares at any time and from time to time by Memorandum in writing signed by him or them and sent to or left at the registered office for the time being of the Company, or the Company by resolution in General Meeting may appoint any person to be a Director, either to fill a casual vacancy in the number of the Directors or as an additional Director.

19. Without prejudice to Article 18, any casual vacancy in the number of the Directors may be filled by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director.

20. The office of a Director shall be vacated in any of the events following namely :-

- (a) if he resign his office by writing under his hand sent to or left at the registered office for the time being of the Company;
- (b) if he be found or become of unsound mind or become bankrupt or compound with his creditors;
- (c) if he be prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (d) if he cease to be a Director by virtue of Section 185 of the Act.

21. Subject to Article 20 a Director (howsoever appointed) shall remain in office until removed by Memorandum in writing signed by the holder or holders for the time being of a majority of the Ordinary Shares and sent to or left at the registered office for the time being of the Company or by resolution of the Company in General Meeting.

22. Regulations 88 to 97 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. The quorum necessary for the transaction of the business of the Directors shall be two Directors or their alternates. Regulation 99 of Table A shall not apply.

24. A resolution in writing, signed by either all the Directors for the time being entitled to receive notice of a meeting of the Directors or a majority in number of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Any such resolution may consist of several documents in the like form signed by one or more of the Directors or their alternates. Regulation 106 of Table A shall not apply.

MANAGING DIRECTOR

25. The Directors may from time to time appoint one or more of their body to the office of Managing Director, or any other executive office, for such period and upon such terms as they think fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment and such appointment shall be automatically determined if a Director so appointed shall cease from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. Regulation 107 of Table A shall not apply.

NOTICES

26. Every notice shall be given by the Company to every Member entitled to receive the same by sending it addressed to that Member at his registered address by post, except that in the case of a Member whose registered address is outside the United Kingdom of Great Britain and Northern Ireland every notice shall be sent by airmail if feasible. Every notice sent as aforesaid shall be deemed to have been received at the expiration of a period of 24 hours after it was posted or airmailed. Regulation 131 of Table A shall not apply.

No. 1049987

22

SPECIAL RESOLUTION

of

UNION OF INDIA C40.13

B/S,A, DARLINGTON FOUNDRY LIMITED

Passed 10th December 1975

At an Extraordinary General Meeting of the above-named Company,
duly convened and held on 10th December 1975, the following
Resolution was duly passed as a Special Resolution, namely:-

RESOLUTION

That the name of the Company be changed to "B.S.A. FOUNDRIES
LIMITED".

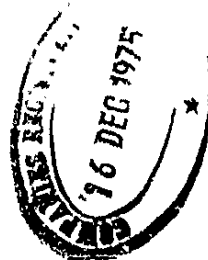
38

SLAUGHTER AND MAY

25, B. SINCHALL ST

CHENNAI 600 022

AWM/HR





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1049987

23

I hereby certify that

B S A DARLINGTON FOUNDRY LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

B. S. A. FOUNDRIES LIMITED

Given under my hand at London this

31ST DECEMBER 1975

M Taylor
M. Taylor



Assistant Registrar of Companies

No. of Company 1041487 / 24**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

B.S.A. Darlington Foundry *C/N*Insert name
of Company;
delete "Limited"
if not applicable†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Special Resolution of the Company dated the
10th day of December 1975, the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 499,900
beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount

of each share
£1

499,900

Ordinary

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

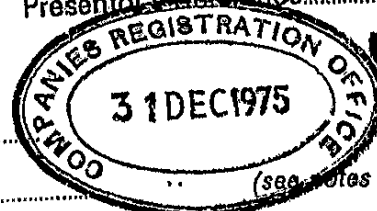
If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The new Ordinary Shares rank pari passu with the existing
Ordinary Shares

Signature

State whether Director
or SecretaryDated the 30th day of December 19 75

Presented by

SLAUGHTER AND MAY35 Basinghall Street,London EC2V 5DBPresenter's Reference AWM/AIB**66**

(see notes overleaf)

No. 1049987 / 20

SPECIAL RESOLUTIONS

of

B.S.A. DARLINGTON FOUNDRY LIMITED

Passed 10th December 1975

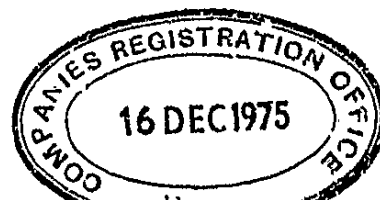
At an Extraordinary General Meeting of the above-named Company, duly convened and held on 10th December 1975, the following Resolutions were duly passed as Special Resolutions, namely:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £100 to £500,000 by the creation of 499,900 additional Ordinary Shares of £1 each.
2. That the Memorandum of Association of the Company be altered by the deletion of Clause 3 thereof and the substitution therefor of the Clause numbered 3 in the amended copy of the Memorandum of Association submitted to the meeting and for the purpose of identification signed by the Chairman thereof.
3. That the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be approved, and that such regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

54

SLAUGHTER AND MAY
35, BASINGHALL ST.



No. 1049987

127

SPECIAL RESOLUTION

-of-

B.S.A. FOUNDRIES LIMITED

Passed 9th February 1976

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 9th February 1976, the following Resolution was duly passed as a Special Resolution, namely:-

RESOLUTION

That, notwithstanding anything contained in the Articles of Association of the Company, the Directors shall have power to cause the Company to guarantee any obligation of its parent company, M. B. Castings & Components Limited, and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any resolution regarding any such guarantee or charge notwithstanding that he is also a Director of M. B. Castings & Components Limited or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

SLAUGHTER AND MAY
35, BASINGHALL ST. AWM/nre
LONDON, E.C.2



AGREEMENT

between

1049987 / 28

B. S. A. FOUNDRIES LIMITED ("the Subsidiary")

and

M. B. CASTINGS & COMPONENTS LIMITED ("the Parent")

Whereby it is agreed as follows:-

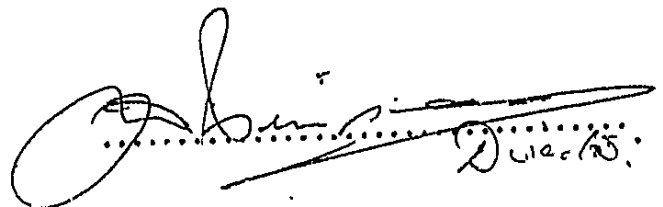
1. The parties respectively acknowledge that the Subsidiary is indebted to the Parent on loan account in the sum of \$553,981.65.
2. The Subsidiary shall allot and issue to the Parent 499,900 ordinary shares of £1 each, credited as fully paid, of the Subsidiary and the Parent shall accept such shares in full satisfaction and discharge of the said sum of \$553,981.65 mentioned in Clause 1.

Dated


7th

January 1976

For B. S. A. FOUNDRIES LIMITED



For M. B. CASTINGS & COMPONENTS LIMITED



43

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BSA FOUNDRIES LIMITED

(passed 18 November 1980)

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held at Darlington Works, Faverdale, Darlington, Co.Durham DL3 OPP on Tuesday, 18 November 1980, the following Resolution was duly passed as a Special Resolution:

RESOLUTION

"That the Articles of Association of the Company be amended in manner as following:-

- (a) by the deletion of paragraph (d) from Article 20
 - (b) by inserting the following new Article to be numbered 27.
27. No person shall be disqualified from being appointed a Director and no Director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years or any other age, nor need the age of any such person or Director or the fact that any such person or Director is over 70 or any other age be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under the Companies Acts of any resolution appointing, re-appointing or approving the appointment of a Director by reason of his age.




S.G. Leavesley
Director

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1049987

I hereby certify that

B S A DARLINGTON FOUNDRY LIMITED

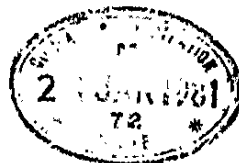
having by special resolution and with the approval of
the Secretary of State changed its name, is now
incorporated under the name of

B. S. A. FOUNDRIES LIMITED

Given under my hand at London the 31st December 1975.

N. TAYLOR

Assistant Registrar of Companies



(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1049987

I hereby certify that

STEPHALA TRADING CO. LIMITED

having by special resolution and with the approval of
the Secretary of State changed its name, is now
incorporated under the name of

BSA DARLINGTON FOUNDRY LIMITED

Given under my hand at London the 28th June 1973.

N. TAYLOR

Assistant Registrar of Companies.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

No. 1049987

I hereby certify that

STEPHALA TRADING CO. LIMITED

is this day incorporated under the Companies Acts 1948
to 1967 and that the Company is Limited.

Given under my hand at London the 14th April 1972.

F. WHIPP

Assistant Registrar of Companies.

MEMORANDUM OF ASSOCIATION

- of -

B.S.A. FOUNDRIES LIMITED

(As amended by Resolution
passed 10th December 1975)

1. * The name of the Company is "B.S.A. FOUNDRIES LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (1) To manufacture and deal in iron, steel and non-ferrous alloy castings including castings made by the zircon sand shell moulded method and to carry on business as founders.
- (2) To carry on business as manufacturers, designers, and dealers of and in iron, steel and non-ferrous alloy components of all descriptions, mechanical and electrical equipment, motor vehicle bodies, firearms, ammunition, metal powders, metal bearings, precision cutting and lapping machines, building products, cement testing apparatus, lighting apparatus, raising and lowering gear, general equipment for road and rail services and equipment and metal products of every description.
- (3) To carry on business as electrical, mechanical, motor, light heavy and general engineers, smiths, fitters and workers in metal of all kinds and any other business in the fields of metallurgy and engineering.
- (4) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (5) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processers, importers, exporters and storers of and dealers in any goods and other things.
- (6) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to

construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (7) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (8) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (9) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (10) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (11) To acquire and carry on any business carried on by a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company.
- (12) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (13) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (14) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligation or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities of, any

generality of the foregoing, any company, which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (15) To amalgamate with or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (16) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes and other instruments and securities, whether negotiable or otherwise.
- (17) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (18) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (19) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (20) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (21) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or

business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.

- (22) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (23) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (24) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (25) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (26) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (27) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable

or being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

- (28) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5.* The share capital of the Company is £500,000 divided into 500,000 Ordinary Shares of £1 each.

* See notes on page 7.

WE, the several persons whose Names, Addresses and Descriptions 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.
P.G. May, 517, Woodgrange Drive, Thorpe Bay, Essex. Solicitors' Manager.	One
E.G. Rouse, 67, Wendover Way, Welling, Kent. Solicitors' Clerk.	One

DATED this 28th day of March, 1972.

WITNESS to the above signatures :-

P.D. Cunningham,
32, Sydney Road,
Bexleyheath, Kent.

Solicitors' Clerk.

NOTES ON CHANGES OF NAME AND CAPITAL

On 28th June 1973 the name of the Company was changed from "STEPHALA TRADING CO. LIMITED" to "BSA DARLINGTON FOUNDRY LIMITED".

On 10th December 1975 the share capital of the Company was increased from £100 to £500,000 by the creation of 499,900 additional Ordinary Shares of £1 each.

On 31st December 1975 the name of the Company was changed from "BSA DARLINGTON FOUNDRY LIMITED" to "B.S.A. FOUNDRIES LIMITED".

B.S.A. FOUNDRIES LIMITED

(Adopted 10th December 1975)

TABLE A

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "the Act"), except where the same are excepted or varied by or inconsistent with these Articles of Association, shall apply to the Company. Unless otherwise indicated, any reference in these Articles of Association to a Regulation of Table A shall be construed as a reference to the Regulation of that number contained in Part I of Table A in the First Schedule to the Act.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles of Association is £500,000, divided into 500,000 Ordinary Shares of £1 each.

3. Subject to any direction to the contrary which may be given by the Company in General Meeting, all shares in the capital of the Company for the time being unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for such consideration and upon such terms and conditions as they may determine, and in particular the Directors may grant to any person the option to take up any shares for such period and on such terms and conditions as the Directors may think fit, but so that no share shall be issued at a discount except in accordance with Section 57 of the Act.

MODIFICATION OF RIGHTS

4. If any separate General Meeting convened pursuant to Regulation 4 of Table A shall be adjourned owing to the fact that the prescribed quorum was not present, and if at the adjourned meeting the prescribed quorum shall not be present within half an hour from the time appointed for holding the meeting, the holders of shares of the class in question present in person or by proxy at the adjourned meeting shall constitute a quorum.

LIEN

5. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deleted.

CALLS ON SHARES

6. In the first sentence of Regulation 15 of

Table A the words "except in so far as may be otherwise agreed between the Company and any Member in the case of any shares held by him" shall be inserted immediately after the words "provided that".

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (other than in the case of fully paid shares) by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered shall be retained by the Company. Regulation 22 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

8. In Regulation 4 of Part II of Table A the words "provided that there be not less than two persons present" shall be inserted after the word "proxy".

9. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and in the case of a body corporate which is a Member signature shall be sufficient if made by a director of that body corporate or by its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

VOTES OF MEMBERS

10. If at any General Meeting any vote shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless in the opinion of the Chairman of the meeting it shall be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two in number. Regulation 75 of Table A shall not apply.

12. Every Director shall have the power to appoint (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director, except as regards remuneration and

the power to appoint an alternate, shall be exercised in all respects to the terms and conditions existing with reference to the other Directors of the Company, and every alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for every Director for whom he acts as alternate. An alternate Director shall cease ipso facto to be an alternate Director if his appointor ceases for any reason to be a Director.

13. Any appointment and removal of an alternate Director shall be effected by instrument in writing signed by the appointor and sent to or delivered at the registered office of the Company.

14. If any Director shall be called upon to perform extra services or make special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may arrange with such Director for such extra remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage and charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

16. A Director who pursuant to Regulation 84(1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

PENSIONS AND ALLOWANCES

17. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director or in any other executive office or employment under the Company or indirectly as an executive or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in

respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. The holder or holders for the time being of a majority of the Ordinary Shares at any time and from time to time by Memorandum in writing signed by him or them and sent to or left at the registered office for the time being of the Company, or the Company by resolution in General Meeting may appoint any person to be a Director, either to fill a casual vacancy in the number of the Directors or as an additional Director.

19. Without prejudice to Article 18, any casual vacancy in the number of the Directors may be filled by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director.

20. The office of a Director shall be vacated in any of the events following namely :-

- (a) if he resign his office by writing under his hand sent to or left at the registered office for the time being of the Company;
- (b) if he be found or become of unsound mind or become bankrupt or compound with his creditors;
- (c) if he be prohibited from being a Director by reason of any order made under Section 188 of the Act;

21. Subject to Article 20 a Director (howsoever appointed) shall remain in office until removed by Memorandum in writing signed by the holder or holders for the time being of a majority of the Ordinary Shares and sent to or left at the registered office for the time being of the Company or by resolution of the Company in General Meeting.

22. Regulations 88 to 97 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. The quorum necessary for the transaction of the business of the Directors shall be two Directors or their alternates. Regulation 99 of Table A shall not apply.

24. A resolution in writing, signed by either all the Directors for the time being entitled to receive notice of a meeting of the Directors or a majority in number of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Any such resolution may consist of several documents in the like form signed by one or more of the Directors or their alternates. Regulation 106 of Table A shall not apply.

MANAGING DIRECTOR

25. The Directors may from time to time appoint one or more of their body to the office of Managing Director, or any other executive office, for such period and upon such terms as they think fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment and such appointment shall be automatically determined if a Director so appointed shall cease from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. Regulation 107 of Table A shall not apply.

NOTICES

26. Every notice shall be given by the Company to every Member entitled to receive the same by sending it addressed to that Member at his registered address by post, except that in the case of a Member whose registered address is outside the United Kingdom of Great Britain and Northern Ireland every notice shall be sent by airmail if feasible. Every notice sent as aforesaid shall be deemed to have been received at the expiration of a period of 24 hours after it was posted or airmailed. Regulation 131 of Table A shall not apply.

RESOLUTION

27. No person shall be disqualified from being appointed a Director and no Director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years or any other age, nor need the age of any such person or Director or the fact that any such person or Director is over 70 or any other age be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under the Companies Acts of any resolution appointing, re-appointing or approving the appointment of a Director by reason of his age.


B.S.A. FOUNDRIES LIMITED


(COMPANY NUMBER 1049987)

**WRITTEN RESOLUTIONS OF THE COMPANY PURSUANT TO SECTION 381A
OF THE COMPANIES ACT 1985**

We the undersigned, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a Meeting of shareholders of the Company hereby resolve:

1. THAT the Company elects, pursuant to Section 266A of the Companies Act 1985, to dispense with the holding of annual general meetings.
2. THAT the Company elects, pursuant to Section 252 of the Companies Act 1985, to dispense with the laying before the Company in general meeting of accounts and reports for the current financial year and all subsequent financial years.
3. THAT the Company elects, pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.


.....
SIGNED for and on behalf of
MBH NOMINEES No.1 LIMITED


.....
SIGNED for and on behalf of
MBH NOMINEES No.2 LIMITED

Dated *10 May* 1994

