

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 2992098

The Registrar of Companies for England and Wales hereby certifies that  
OMRAN LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 18th November 1994



\*N02992098Q\*

*[Handwritten signature]*  
18 NOV 1994

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* OHRAW LIMITED

\* insert full  
name of Company

I, Balvinder Chowdhary on behalf of Apex Company Services Limited  
of 46a Syon Lane

Osterley

Middlesex, TW7 5NQ

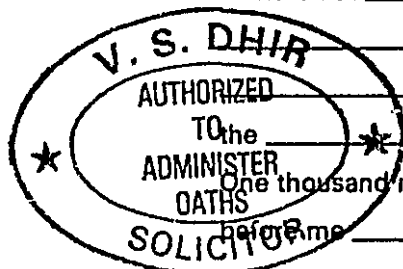
† delete as  
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]  
[person named as director or secretary of the company] the statement delivered to the registrar  
under section 10(2)† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 60, TR Drive  
Isleworth

Declarant to sign below



34 day of November  
One thousand nine hundred and Ninety four  
1994

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

DHIR & COMPANY,  
SOLICITORS  
60, THE DRIVE,  
ISLEWORTH  
MIDDLESEX TW7 4AD  
Telephone 081-560-7428

Presentor's name address and  
reference (if any):

Apex Company Services Ltd  
46a Syon Lane  
Osterley  
Middlesex  
TW7 5NQ

For official Use

New Companies Section

Post room



C O M P A N I E S H O U S E

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

☐ CN

For official use ☐

OMRAN LIMITED

Registered office of the company on  
incorporation.

☐ RO

46A SYON LANE

Post town OSTERLEY

County/Region MIDDLESEX

Postcode TW7 5NQ

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

☒ X

Name APEX COMPANY SERVICES LTD

☐ RA

46A SYON LANE

Post town OSTERLEY

County/Region MIDDLESEX

Postcode TW7 5NQ

Number of continuation sheets attached ☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

APEX COMPANY SERVICES LTD

46A SYON LANE, OSTERLEY

MIDDLESEX

Postcode TW7 5NQ

Telephone 081 568 6785


Extension

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<b>CS</b>			
APEX COMPANY SERVICES LIMITED			
NONE			
NONE			
46A SYON LANE			
<b>AD</b>			
OSTERLEY			
MIDDLESEX			
Post town			
County/Region			
Postcode		Country	
TW7 5NQ		ENGLAND	
I consent to act as secretary of the company named on page 1			
Signed		Date	
		3/11/94	


**Consent signature****Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<b>CD</b>			
APEX NOMINEES LIMITED			
NONE			
NONE			
46A SYON LANE			
<b>AD</b>			
OSTERLEY			
MIDDLESEX			
Post town			
County/Region			
Postcode		Country	
TW7 5NQ		ENGLAND	
Date of birth		Nationality	
DO N/A		ENGLISH REGISTERED	
Business occupation		LIMITED COMPANY	
Other directorships		NONE	
I consent to act as director of the company named on page 1			
Signed		Date	
		3/11/94	

\* Voluntary details

**Consent signature**

(See notes 1 - 5)

Name

**\*Style/Title**

## Forenames

**Surname**

\*Honours etc

**Previous forenames**

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

### Business occupation

### Other directorships

\* Voluntary details

### Consent signature

**Delete if the form  
is signed by the  
subscribers.**

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

**All the subscribers must sign either personally or by a person or persons authorised to sign for them.**

<b>CD</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	
Country	
<b>DO</b>	<b>NA</b>
Nationality	
<b>OC</b>	
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	
Date	

Signature of agent on behalf of all subscribers      Date 3/11/94

[illegible]

2412078  
1000  
S.

The Companies Act 1985 and 1989



---

COMPANY LIMITED BY SHARES

---

# *Memorandum of Association of*

## **OMRAN LIMITED**

1. The name of the Company is:- **OMRAN LIMITED**
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are:-
  - (a) To carry on business as a general commercial company.
  - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.
  - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
  - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
  - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
  - (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.



608321

- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customs and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
 APEX NOMINEES LIMITED 46A Syon Lane Osterley Middlesex TW7 5NQ	ONE
 APEX COMPANY SERVICES LIMITED 46A Syon Lane Osterley Middlesex TW7 5NQ	ONE
TOTAL NUMBER OF SHARES TAKEN	TWO

**WITNESS to the above signatures-**

3



# **The Companies Act, 1985 And 1989**

---

## **COMPANY LIMITED BY SHARES**

---

# *Articles of Association of*

## **OMRAN LIMITED**

### **PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### **CAPITAL**

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

### **TRANSFER OF SHARES**

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

## **DIRECTORS**

7. No person shall be appointed a Director at any general meeting unless:-
  - (a) he is recommended by the Directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
8. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
9. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.
10. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
13. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained to age of seventy years or any other age.

## **BORROWING POWERS**

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, 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.

## **SECRETARY**

15. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.
16. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

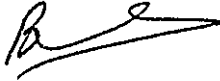
## **DIRECTORS**

17. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
18. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

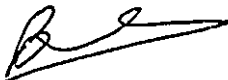
---

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

---



APEX NOMINEES LIMITED  
46A Syon Lane  
Osterley  
Middlesex TW7 5NQ

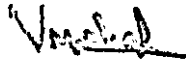


APEX COMPANY SERVICES LIMITED  
46A Syon Lane  
Osterley  
Middlesex TW7 5NQ

---

Dated this 3rd day of November 1994

WITNESS to the above signatures-



VIMAL SHAH  
46A Syon Lane  
Osterley  
Middlesex TW7 5NQ