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AZTEC ENVIRONMENTAL CONTROL LIMITED

To: Each member of the Company

NOTICE UNDER COMPANIES ACT 1985, S 253(1)

The members of the Company have passed an elective resolution in accordance with section 252 of the Companies Act 1985 (as amended) (the "Act") the effect of which is that the Company has dispensed with the laying of financial statements and reports before the Company in general meeting.

This notice is accompanied by a copy of the financial statements and reports of the Company for the year ended 31 March 2001, which are sent to you in accordance with sections 238 and 253 of the Act.

Section 253(2) of the Act gives to each member of the Company the right to require the laying of the financial statements and reports before a general meeting. Such right is exercisable by a member giving notice in writing to that effect deposited at the registered office of the Company before the end of the period of 28 days commencing with the date below (being the date on which the accompanying financial statements and reports were sent to members). The text of section 253, which sets out the detailed rights of members in this connection, is set out below for your information.

Dated 6 June 2001

By order of the Board



Secretary

Registered office: 2297 Coventry Road, Birmingham, B26 3PU.



Section 253 of the Companies Act 1985 (As amended)

- (1) Where an election under section 252 is in force, the copies of the accounts and reports sent out in accordance with section 238(1) –
 - (a) shall be sent not less than 28 days before the end of the period allowed for laying and delivering accounts and reports, and
 - (b) shall be accompanied, in the case of a member of the company, by a notice informing him of his right to require the laying of the accounts and reports before a general meeting;
 and section 238(5) (penalty for default) applies in relation to the above requirements as to the requirements contained in that section.
- (2) Before the end of the period of 28 days beginning with the day on which the accounts and reports are sent out in accordance with section 238(1), any member or auditor of the company may by notice in writing deposited at the registered office of the company require that a general meeting be held for the purpose of laying the accounts and reports before the company.
- (3) If the directors do not within 21 days from the date of the deposit of such a notice proceed duly to convene a meeting, the person who deposited the notice may do so himself.
- (4) A meeting so convened shall not be held more than three months from that date and shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- (5) Where the directors do not duly convene a meeting, any reasonable expenses incurred by reason of that failure by the person who deposited the notice shall be made good to him by the company, and shall be recouped by the company out of any fees, or other remuneration in respect of their services, due or to become due to such of the directors as were in default.
- (6) The directors shall be deemed not to have duly convened a meeting if they convene a meeting for a date more than 28 days after the date of the notice convening it.