



**FILE COPY**

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

Company No. 6909964

The Registrar of Companies for England and Wales hereby certifies that

**GLOBAL INN RAG RECYCLING LIMITED**

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

Given at Companies House on **19th May 2009**



**\*N06909964U\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

000493 /20

**COMPANIES ACTS 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHA**

**MEMORANDUM OF ASSOCIATION**

SATURDAY



\*AM06C9WJ\*

A28

16/05/2009

378

COMPANIES HOUSE

1. The Company's name is **"GLOBAL INN RAG RECYCLING LIMITED"**
2. The Registered Office of the Company will be situated in England and Wales.
3. The Company's objects are:
  - a. To carry on the services of Recycling of Old clothes. Shoes and its allied products.
  - b. To carry on in conjunction with each other or as separate and distinct undertakings all or any of the following business namely:

Both wholesale and retail in all articles of commercial, manufacturing, industrial use and consumption and all kind of raw materials, warehouseman, storage contractors, builders general engineers, welders, sheet metal workers, general merchandisers and a general commercial company of manufacturers, importers, exporters, agents, dealers procurators, hardware merchants, scrap iron and waste merchants and to carry on all or any of the said business and provide services in connection therewith, either together as one business or as separate and distinct businesses in any part of the world.
  - c. To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
  - d. To build, construct, maintain, alter, enlarge, pull down, remove or replace any building works, plant and machinery necessary for the business of the Company or join with any person, firm or company in doing any of the things aforesaid.
  - e. To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
  - f. To borrow or raise money on such terms and security as may be considered expedient and in particular by the issue or deposit of the debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company both present and future including its uncalled capital.

To apply for, purchase or otherwise acquire any patents, licenses, and the like, conferring any exclusive or non exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purpose or benefit of the Company directly or indirectly and to use or exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so required.

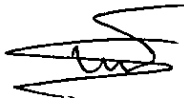
- h. To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted to benefit the company.
- i. To issue , place, underwrite or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stock and securities of any company whether limited or unlimited or incorporated by Act of Parliament or otherwise at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- j. To invest and deal with monies of the Company not immediately required for the purpose of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of any such investments or securities.
- k. To lend money or give credit to such persons, firms or companies on such terms as considered expedient and receive money on deposit or loan and give guarantees or become security for any persons, firm or companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.
- l. To enter into partnership or into any arrangements for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carrying on any business which the Company is authorised to carry on or any business or transaction capable of being conducted to benefit the Company.
- m. To establish and support the schemes calculated to benefit the officers, ex-officers, employees of the Company or any subsidiary or associated company or the families, dependents or connection of such persons and to grant pensions, gratuities and allowances and to make payments towards their insurance and to subscribe or grant money for the charitable or benevolent objects.
- n. To sell, exchange or lease or dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particulars for shares, stock or securities of any other Company or to be formed.
- o. To promote, finance or assist any other Company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem or indirectly calculated to benefit the Company.

- p. To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
  - q. To remunerate any person, firm or company rendering services to the company in such manner as may be though expedient.
  - r. To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
  - s. To distribute among the Members in specie any property of the Company, or any proceeds of the sale or disposition of any property of the Company and for such purpose to distinguish and separated capital from the profits but so that no distribution amounting to reduction of capital be made except with the sanction if any for the time being required by law.
  - t. To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carrying on any business and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
  - u. To do all or any of the above things in any part of the world wither alone or in conjunction with others and either as principals, agents, contractors and trustees.
  - v. To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 shares of £1. Each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt in with attached with the provisions for the time being of the Company's Articles of Association.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association and I agree to take the number of Shares in the capital of the Company as set opposite my name.

Name and Address of Subscriber

Number of the shares taken by the Subscriber  
(in word)



MR KAMEL ANTAR  
29C WILLESDEN LANE  
KILBURN  
LONDON  
NW6 7RD

ONE

DIRECTOR

DATED: 11<sup>TH</sup> MAY 2009

Witness to the above Signature:



DR RAJINDER DHIR  
CHINTPURNI  
WOOD LANE  
IVER HEATH  
BUCKS. SL0 0LD

DATED: 11<sup>TH</sup> MAY 2009

**COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
  
***ARTICLES OF ASSOCIATION***  
  
**OF**  
  
**GLOBAL INN RAG RECYCLING LIMITED**

**PRELIMINARY**

1. The Company shall be a private company within the meaning of the Companies Act 1985(herein after referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Table A to F) Regulations 1985 as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulation 60,61,64,73,74,75,81(e),89 and 94 to 98 inclusive of Table A shall not apply to the Company but the Articles therein contained together with the remaining regulations of the Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

**GENERAL MEETINGS**

3. In every notice calling a General meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to support a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General meeting of the Company shall also be sent to the current Auditors of the Company.
4. One member may constitute a quorum where the Company is a single member Company.

**AUDITORS**

5. The appoint of the auditor will be subject to the regulation concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

**SHARE CAPITAL**

6. The Company is private limited company by shares within the meaning of the Act.
7. The director of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the Company to such persons at such time and on such conditions as they think fit subject to the provisions of Articles 8 and 9 hereof and provided that no share shall be issued at a discount.

8. Subject to any direction to the contrary that may be given by the Company in general meeting any original shares for the time being unissued and any new shares from time to time created shall before they issued be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of the shares to which the members is entitled and limiting a time within which the offer if not accepted shall be deemed declined and after the expiration of such time or in receipt of intimation from the member to whom the notice is given that he declines to accept the shares. The directors may dispose of the same in such a manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are inconsistent with this Articles.
9. A member desiring to transfer the shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty eight days from the date of the said notice directors are unable to find a member or members willing to purchase all such shares the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may thing fit within three from the date said notice. Where the Company has no auditors an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

#### APPOINTMENT OF THE DIRECTORS

10. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association pursuant to Section 10 of the Act.
11. Unless otherwise determined by ordinary resolution the number of the directors other than alternate directors shall not be subject to any maximum but shall not be less than one.
12. Any person may be appointed director of the Company notwithstanding that he or she has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

#### PROCEEDINGS OF DIRECTORS

13. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising there out and if he or she shall vote their vote should be counted and shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
14. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed shall be two except when one director is in office. A person who holds the office only as an alternate director shall if his or her appointment is not present be counted in the quorum.
15. The directors may exercise all the powers mentioned in Memorandum of Association part 3.

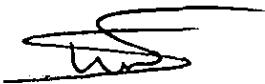
SECRETARY

16. The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of association pursuant to Section 10 of the Act.

SEAL

17. In accordance with the provisions of the Act the Company need not have a seal but if it does have one Regulation 101 of the Table A shall apply.

Name and Address of the Subscriber:



MR KAMEL ANTAR  
29C WILLESDEN LANE  
KILBURN  
LONDON  
NW6 7RD

DIRECTOR

DATED: 11<sup>TH</sup> MAY 2009

Witness to the above Signature:



DR RAJINDER DHIR  
CHINTPURNI  
WOOD LANE  
IVER HEATH  
BUCKS  
SL0 0LD

DATED: 11<sup>TH</sup> MAY 2009





Companies House

— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

GLOBAL INN RAG RECYCLING LIMITED

I, RASINDER KUMAR DHIR

of CHINTPURNI, WOOD LANE, IVER HEATH, Bucks. SL0 0LB.

do solemnly and sincerely declare that I am a <sup>†</sup>~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*[Signature]*

Declared at

48, OLD FIELDS CIRCLE, NORTHOLT, MIDDLESEX

Day Month Year

On

12 05 2004

• Please print name.

before me •

PETER MERCADANTE

**PETER MERCADANTE Signed**  
**A SOLICITOR EMPOWERED**  
**TO ADMINISTER OATHS**

*P. Mercadante*

Date

12/5/04

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

<b>DURGA &amp; COMPANY</b>	
CERTIFIED INTERNATIONAL FINANCIAL ACCOUNTANTS	
CHINTPURNI, WOODLANE	
IVER BUCKS SL0, OLD	
Tel	TEL 01753-653010, FAX 01753-653527
DX number	DX exchange

Companies House receipt date barcode

This form has been provided free of charge  
by Companies House.

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

GLOBAL INN RAG RECYCLING LIMITED.

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

29C WILLESDEN LANE.

KILBURN

Post town

LONDON.

County / Region

LONDON

Postcode

NW6 7AB.

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.



Agent's Name

DURGA & COMPANY

Address

CERTIFIED INTERNATIONAL  
FINANCIAL ACCOUNTANTS

CHINTPURNI, WOODLANE  
IVER BUCKS SLO, OLD

TEL 01753 653010, FAX 01753 653027

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

DURGA & COMPANY

CERTIFIED INTERNATIONAL  
FINANCIAL ACCOUNTANTS  
CHINTPURNI, WOODLANE

Tel IVER BUCKS SLO, OLD

TEL 01753 653010, FAX 01753 653027

DX number

DX exchange

Companies House receipt date barcode

*This form has been provided free of charge  
by Companies House.*

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

## Company Secretary (see notes 1-5)

Company name

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

### Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

### Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**

2 5 0 5 1 9 5 9

Nationality

BRITISH

**Business occupation**

TRADER

**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**

Date

11.05.2009

# **Directors** (continued) (see notes 1-5)

**NAME** \*Style / Title

MR.

\*Honours etc

\* Voluntary details

Forename(s)

KAMEL

Surname

ANTAR

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

29C WILLESDEN LANE.

KILBURN

Post town

LONDON

County / Region

LONDON

Postcode

NEW 7RD

Country

UK

Day Month Year

Date of birth

13 10 1950

Nationality

BRITISH

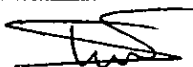
Business occupation

TRADER

Other directorships

I consent to act as director of the company named on page 1

Consent signature



Date

11.05.2009

**This section must be signed by**  
**Either**

an agent on behalf  
of all subscribers

Signed

Date

**Or the subscribers**

Signed

Date

(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.