



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE UNLIMITED COMPANY**

Company No. 7470649

The Registrar of Companies for England and Wales, hereby certifies that

CHANTRY HOUSE ESTATES

is this day incorporated under the Companies Act 2006 as a private company and that the company is unlimited, and the situation of its registered office is in England/Wales

Given at Companies House on **15th December 2010**



N074706490



Companies House
— for the record —

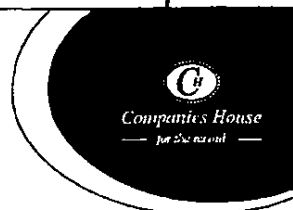


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

5/D 200040/50



A fee is payable with this form.
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
private or public company.

☒ What this form is for
You cannot use this form to register a
limited liability partnership. If you want to
register this, please use form 16.

WEDNESDAY



A26 15/12/2010 58
COMPANIES HOUSE

Part 1 Company details

→ Filling in this form
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

CHANTRY HOUSE ESTATES

For official use

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|

① Duplicate names
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☐ Private limited by guarantee
☒ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company.

Building name/number

10

Street

THE STABLES

BROADFIELD WAY

Post town

ALDENHAM

County/Region

HERTS

Postcode

W D 2 5 8 D G

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5

| | |
|------------------|--|
| Title* | |
| Full forename(s) | |
| Surname | |
| Former name(s) ② | |

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

B2

Secretary's service address ①

| | |
|----------------------|--|
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record

B3

Signature ①

I consent to act as secretary of the proposed company named in Section A1

| | |
|-----------|--|
| Signature | <div style="border: 1px solid black; padding: 5px; display: inline-block;"> Signature X </div> |
|-----------|--|



① Signature

The person named above consents to act as secretary of the proposed company

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Application to register a company

Corporate secretary

| | | |
|--|--|---|
| C1 Corporate secretary appointments ① | | ① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number. |
| Please use this section to list all the corporate secretary appointments taken on formation | | |
| Name of corporate body/firm | | |
| Building name/number | | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |
| C2 Location of the registry of the corporate body or firm | | |
| Is the corporate secretary registered within the European Economic Area (EEA)? | | |
| → Yes Complete Section C3 only → No Complete Section C4 only | | |
| C3 EEA companies ② | | ② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC) |
| Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register | | |
| Where the company/firm is registered ③ | | |
| Registration number | | |
| C4 Non-EEA companies | | ④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register. |
| Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register | | |
| Legal form of the corporate body or firm | | |
| Governing law | | |
| If applicable, where the company/firm is registered ⑤ | | |
| Registration number | | |
| C5 Signature ⑥ | | ⑥ Signature The person named above consents to act as corporate secretary of the proposed company. |
| I consent to act as secretary of the proposed company named in Section A1. | | |
| Signature | Signature   | |

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Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

| | |
|--------------------------------|--|
| Title* | MR |
| Full forename(s) | MITESH |
| Surname | JAYANT |
| Former name(s) ② | PARIKH |
| Country/State of residence ③ | UK |
| Nationality | BRITISH |
| Date of birth | <div> <div>d1</div> <div>d2</div> <div>0</div> <div>9</div> <div>1</div> <div>9</div> <div>7</div> <div>9</div> </div> |
| Business occupation (if any) ④ | INVESTMENT BANKER |

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ①

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

| | |
|----------------------|---|
| Building name/number | 10 |
| Street | THE STABLES |
| | BROADFIELD WAY |
| Post town | ALDENHAM |
| County/Region | HERTS |
| Postcode | <div> <div>W</div> <div>D</div> <div>2</div> <div>5</div> <div></div> <div>8</div> <div>D</div> <div>G</div> </div> |
| Country | UK |

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ①

I consent to act as director of the proposed company named in Section A1.

| | |
|-----------|--|
| Signature | <div> <div>Signature</div> <div>X </div> </div> |
|-----------|--|

① Signature

The person named above consents to act as director of the proposed company.

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10/09 Version 2.0

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

| | |
|--------------------------------|-----------------|
| Title* | |
| Full forename(s) | |
| Surname | |
| Former name(s) ② | |
| Country/State of residence ③ | |
| Nationality | |
| Date of birth | d d m m y y y y |
| Business occupation (if any) ④ | |

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

| | |
|----------------------|--|
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X

X






⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

| | | |
|--|--|--|
| E1 | Corporate director appointments  | |
| Please use this section to list all the corporate directors taken on formation. | | |
| Name of corporate body or firm | | Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number |
| Building name/number | | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |
| E2 | Location of the registry of the corporate body or firm | |
| Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only | | |
| E3 | EEA companies  | |
| Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register | | EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC) |
| Where the company/firm is registered  | | |
| Registration number | | |
| E4 | Non-EEA companies | |
| Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register | | Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register |
| Legal form of the corporate body or firm | | |
| Governing law | | |
| If applicable, where the company/firm is registered  | | |
| If applicable, the registration number | | |
| E5 | Signature  | |
| I consent to act as director of the proposed company named in Section A1 | | Signature The person named above consents to act as corporate director of the proposed company — |
| Signature | <div>Signature X</div> | |

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Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

| Class of shares (E g Ordinary/Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---|-----------------------------------|---|--------------------|---------------------------|
| ORDINARY | £1 | 0 | 2 | £ 2 |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | 2 | £ 2 |

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency

| | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Currency | | | | |
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Currency | | | | |
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
| | | | | |
| | | | | |
| Totals | | | | |

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

2

Total aggregate nominal value ④

£2

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

ORDINARY

Prescribed particulars
①

CAPITAL RIGHTS- ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE DISTRIBUTED TO THE HOLDERS OF ALL SHARES IN ISSUE PRO RATA TO THE NOMINAL VALUE OF SUCH SHARES

VOTING RIGHTS- THE ORDINARY SHARES SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THIS COMPANY AS IF THE ORDINARY SHARES WERE ONE CLASS. ONE SHARE SHALL CARRY ONE VOTE

THE COMPANY MAY BY SPECIAL RESOLUTION REDUCE ITS SHARE CAPITAL AND ANY SHARE PREMIUM ACCOUNT IN ANY WAY A RESOLUTION REDUCING CAPITAL MAY DIRECT THAT IT SHALL BE SATISFIED WHOLLY OR PARTLY BY THE DISTRIBUTION OF ASSETS

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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| | | |
|-----------------------------|--|---|
| Class of share | | |
| Prescribed particulars ① | | <p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p> |

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

| Subscriber's details | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) unpaid | Amount paid |
|---|----------------|------------------|----------|-----------------------------|------------------------|-------------|
| Name MITESH JAYANT PARIKH | ORDINARY | 1 | GBP | £1 | 0 | £1 |
| Address 10 THE STABLES BROADFIELD WAY ALDENHAM HERTS WD25 8DG | | | | | | |
| Name SHAILEE CHANDARIA | ORDINARY | 1 | GBP | £1 | 0 | £1 |
| Address 10 THE STABLES BROADFIELD WAY ALDENHAM HERTS WD25 8DG | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| Name | | | | | | |
| Address | | | | | | |

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Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

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| Subscriber's details | |
|----------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |

| Subscriber's details | |
|----------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |

| Subscriber's details | |
|----------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |

| Subscriber's details | |
|----------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |

| Subscriber's details | |
|----------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers).
- Yes Go to Section H2 (Statement of compliance delivered by an agent)



H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

| | | |
|------------------------|--|---|
| Subscriber's signature | Signature X  | X |
| Subscriber's signature | Signature X  | X |
| Subscriber's signature | Signature X | X |
| Subscriber's signature | Signature X | X |
| Subscriber's signature | Signature X | X |
| Subscriber's signature | Signature X | X |
| Subscriber's signature | Signature X | X |
| Subscriber's signature | Signature X | X |

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| | | | |
|------------------------|----------------|---|--|
| Subscriber's signature | Signature X | X | Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign |
| Subscriber's signature | Signature X | X | |
| Subscriber's signature | Signature X | X | |
| Subscriber's signature | Signature X | X | |

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

| | |
|----------------------|--|
| Agent's name | |
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |
| | I confirm that the requirements of the Companies Act 2006 as to registration have been complied with |
| Agent's signature | Signature X |

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **LIZ WHEELER**

Company name **PREMIER STRATEGIES**

Address **THE POYNT**

45 WOLLATON STREET

Post town **NOTTINGHAM**

County/Region

Postcode **N G 1 5 F W**

Country **UK**

DX

Telephone **0115 948 9474**



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agent's address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below.

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

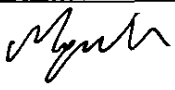

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of Chantry House Estates

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

| <i>Name of each subscriber</i> | <i>Application by each subscriber</i> |
|--------------------------------|---|
| Mitesh Jayant Pankh |  |
| Shailee Chandana |  |

Dated 13th Dec 2010

THE COMPANIES ACT 2006

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CHANTRY HOUSE ESTATES

(as signed on . 13th December 2010 2010 and adopted on incorporation)

1. Preliminary

The regulations contained in Table E in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies (Tables A to F) Amendment Regulations 2007 and the Companies (Tables A to F) (Amendment) Regulations (No 2) Regulations 2007 ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company. The Model Articles contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall not apply.

2. Interpretation

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

| | |
|------------------|---|
| "the Act" | the Companies Act 2006 (the "2006 Act") |
| "these Articles" | these Articles of Association, whether as originally adopted or as from time to time altered by special resolution |
| "Business Day" | a day (except a Saturday) when banks are open for the transaction of all normal sterling banking business in the City of London |
| "clear days" | in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| "the directors" | the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company |

| | |
|----------------------|--|
| "executed" | includes any mode of execution |
| "the holder" | in relation to shares means the member whose name is entered in the register of members as the holder of the shares |
| "office" | the registered office of the Company |
| "Ordinary Shares" | the Ordinary Shares of £1 in the capital of the Company from time to time |
| "seal" | the common seal of the Company (if any) |
| "secretary" | the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary |
| "share" | includes any interest in a share |
| "the United Kingdom" | Great Britain and Northern Ireland |

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3. Share capital

3.1 There is no limit on the authorised share capital of the Company.

3.2 Pursuant to section 567 of the Act the provisions of sections 561 (existing shareholders' right of pre-emption) and section 562 (communication of pre-emption offers to shareholders) shall not apply to the Company.

4. Rights of Ordinary Shares

The rights attaching to the Ordinary Shares are as follows

4.1 As regards capital:

On a return of capital on liquidation or otherwise any surplus assets of the Company available for distribution among the members shall be distributed to the holders of all shares in issue pro rata to the nominal value of such shares.

4.3 As regards voting:

The Ordinary Shares shall entitle the holders thereof to receive notice of and to attend and vote at any general meeting of the Company as if the Ordinary Shares were one class.

5 Lien

The Company shall have no lien over the shares of the Company and accordingly Regulation 8 of Table A shall not apply to the Company

6 Calls on shares and forfeiture

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

7. Transfer of shares

The first sentence of regulation 24 of Table A shall not apply to the Company. The beginning of the second sentence of regulation 24 of Table A shall read "The directors may refuse. . . ." and the words "They may also refuse" shall be deleted and on any refusal of any share transfer the directors shall give the reason why such a transfer was refused as required by the Act.

8. Alteration of share capital

8.1 The Company may by special resolution:-

8.1.1 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

8.1.2 sub-divide its shares, or any of them, into shares of smaller amount than its existing shares;

8.1.3 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

8.1.4 reduce its share capital and any share premium account in any way.

Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company

8.2 Upon any consolidation of fully paid shares into shares of larger amount the directors may settle any difficulty which may arise with regard thereto and in particular may as between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder (or joint holder) being consolidated with shares registered in the name of another holder (or joint holders) may make arrangements for the allocation, acceptance or sale of the consolidated share and for the distribution of any moneys received in respect thereof and regulation 33 of Table A shall be amended accordingly.

8.3 Without limitation to the express provisions of regulation 8.1, a resolution reducing capital may direct that it shall be satisfied wholly or partly by the distribution of assets and any such distribution may be conditional upon any event specified in such resolution

9. General meetings

To the extent consistent with the Act, the directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

10. Notice of general meetings

- 10.1 Every notice convening a general meeting shall comply with the provisions of section 326 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 directors and to the auditors for the time being of the Company.

11. Proceedings at general meetings

- 11.1 The quorum for a general meeting shall be two persons present in person or by proxy (save where there is only one holder of the relevant class of share, in which case such holder or representative or proxy shall constitute a quorum).
- 11.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

12. Votes of members

- 12.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder
- 12.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A
- 12.3 Any member may appoint a proxy to the extent consistent with the Act.
- 12.4 The requirement to have a minimum number of two directors under regulation 64 of Table A shall not apply to the Company.

13. Alternate directors

- 13.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor

is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.

- 13.2 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 of Table A shall not apply to the Company.
- 13.3 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in Article 13.1 to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply to the Company.

14. Appointment and retirement of directors

- 14.1 The directors shall not be required to retire by rotation.
- 14.2 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- 14.3 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 determined in accordance with regulation 64 of Table A as the maximum number of directors for the time being in force.

15. Disqualification and removal of director

The office of a director shall be vacated if:

- 15.1 he ceases to be a director by virtue of any provision of the Acts or these Articles or he becomes prohibited by law from being a director; or
- 15.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 15.3 he is, or may be, suffering from mental disorder and either:-
- 15.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

15.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

15.4 he resigns his office by notice to the Company; or

15.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated;

and regulation 81 of Table A shall not apply to the Company

16. Gratuities and pensions

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as each is defined in the Act) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

17. Proceedings of the directors

17.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest (a "**Conflict**").

17.2 Any authorisation under this article will be effective only if

17.2.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

17.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

17.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

17.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

17.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

17.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and

- 17.3.3 be terminated or varied by the directors at any time (but this will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation).
- 17.4 In authorising a Conflict, the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to
- 17.4.1 disclose such information to the directors or to any director or other officer or employee of the Company; or
- 17.4.2 use or apply such information in performing his duties as a director, where to do so would amount to a breach of that confidence.
- 17.5 Where the directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director:
- 17.5.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
- 17.5.2 is not given any documents or other information relating to the Conflict; and
- 17.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.
- 17.6 Where the directors authorise a Conflict:
- 17.6.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict, and
- 17.6.2 the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors may impose in respect of its authorisation
- 17.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds
- 17.8 Any director including an alternate director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Acts, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be

deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

17.9 Regulation 88 of Table A shall be amended by deleting the sentence:-

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

17.10 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

18. The seal

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

19. Notices

19.1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope".

19.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Regulation 115 of Table A shall not apply to the Company.

19.3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. Winding up

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division"

21. Indemnity

21.1 Subject to article 21.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

21.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

- (a) in the actual or purported execution and/or discharge of his duties, or in relation to them, and
- (b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act,

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

21.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 21.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

21.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

21.3 In this article (and article 22) a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company (including a company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

22 Insurance

22.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

22.2 In this article:

22.2.1 a "**relevant officer**" shall have the meaning given in article 21.3; and

22.2.2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.

23 Transactions with Directors

- 23.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 23.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with Company or in which the Company is otherwise (directly or indirectly) interested;
 - 23.1.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested;
 - 23.1.3 shall be entitled to vote at a meeting of directors (or a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;
 - 23.1.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 23.1.5 may be a director or other officer of, or employed by, or party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - 23.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.