

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

JAGUARLANDROVER LIMITED (THE "COMPANY")

WRITTEN CONSENT

of

the sole shareholder of the Company

(Passed on 2nd December 2008 pursuant to Section 288 of the Companies Act 2006)

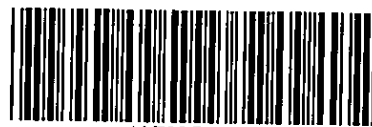
Having been proposed by a Meeting of the Directors of the Company, the following written resolutions of the Company were duly passed by the Company's sole shareholder pursuant to section 288 of the Companies Act 2006 as Special Resolutions.

1. We, the undersigned member of the Company being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the holder of all of the issued 7% Cumulative Redeemable Preference Shares of US\$100 each in the Company (the "**Preference Shares**") hereby sanction the following variations attached to the Preference Shares with effect from the passing of this Resolution.
2. The rights attached to the Preference Shares in relation to any income, in the form of a fixed cumulative preferential dividend shall be amended by the preferential dividend becoming non-cumulative.
3. The class of shares entitled "7% Cumulative Redeemable Preference Shares" be renamed as "7% Non-Cumulative Redeemable Preference Shares".



TML HOLDINGS PTE. LTD.

SATURDAY



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