

Company Number: 08287612

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

RUSTIC HOTELS LIMITED (the "Company")

Passed on 13 / 1 / 2014



FRIDAY

R30POIWJ

RM	31/01/2014	#63
	COMPANIES HOUSE	
RM	28/01/2014	#126
	COMPANIES HOUSE	

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 13 January 2014 as special resolutions of the Company:

SPECIAL RESOLUTION

THAT:

- 1 The articles of association of the Company are altered by the insertion of a new article 29A:

"29A Exceptions

- (a) Notwithstanding anything contained in these articles, no director shall decline to register any transfer of shares, nor may they suspend registration of it where the transfer:
- is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
 - is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares, or
 - is executed by a Secured Institution pursuant to the power of sale or other power under such security.
- (b) Furthermore, notwithstanding anything to the contrary contained in these articles:
- no transferor or proposed transferor of any shares in the Company to

a Secured Institution, and no Secured Institution as transferor or proposed transferor, shall be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred;

- ii) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not, and
- iii) the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares held by a Secured Institution or being transferred as described in this article 29A."

S. Aulak ...

SURBJIT SINGH AULAK

Director