

Solvency statement for private limited company

REDUCTION OF SHARE CAPITAL SOLVENCY STATEMENT

Company Name Investmaster Holdings Limited
Company Number 03756436
Registered Office 3rd Floor, 86-92 Regent Road, Leicester, LE1 7DD

We

Joseph Leslie Nash, and

Ralph James Horne

all the directors of the above company do solemnly and sincerely declare that

- The business of the company is to act as an intermediate holding company
- The company's authorised share capital is 12,000,000 ordinary shares of £1 each
- The company's issued share capital is 11,822,000 ordinary shares of £1 each

The company is proposing to reduce its issued share capital pursuant to Sections 641 to 644 of the Companies Act 2006 to 1 ordinary share of £1 each, by the cancellation of 11,821,999 ordinary shares of £1 each and this solvency statement is for the purposes of Section 642 of the Companies Act 2006

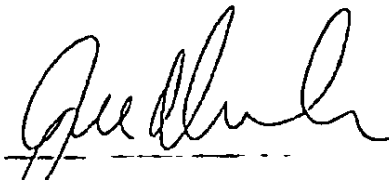
The amount of assets to be transferred to the shareholders is £3,348,175

We have formed the opinion, as regards the company's initial situation immediately following the date on which the reduction of share capital will take place, that there will be no ground on which it could then be found to be unable to pay its debts including those contingent and prospective liabilities as relevant under Section 122 of the Insolvency Act 1986

It is intended to commence the winding-up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12

Dated 20th September 2014

Signed


Joseph Leslie Nash


Ralph James Horne



Investmaster Holdings Limited ('the Company')

Special resolution – Reduction of share capital

It was noted that pursuant to Sections 642 to 644 of the Companies Act 2006 ('CA 2006') the Company wished to reduce its share capital from £11,822,000 divided into 11,822,000 ordinary shares of £1 each (which have been issued and are fully paid up) to £1 divided into 1 ordinary share of £1 each

It was further noted that the directors had prepared and signed a solvency statement as required under Section 643 of CA 2006 together with a statement of capital as required under Section 644 of CA 2006 and amended by the Companies Act 2006 (Commencement No 7, Transitional Provisions and Savings) Order 2008 (SI 2008/1886) and a copy of the solvency statement and statement of capital are attached to and form part of these resolutions

IT WAS RESOLVED THAT the capital of the company be reduced from £11,822,000 divided into 11,822,000 ordinary shares of £1 each (which have been issued and are fully paid up) to £1 divided into 1 ordinary share of £1 each and that such reduction be effected by applying £8,473,824 to the profit and loss reserve of the Company (representing the cancellation of share capital that is lost and unrepresented by available assets) and returning to the holders of the said shares paid-up capital to the extent of £3,348,175 (representing paid-up share capital in excess of the company's wants, and to be settled by the transfer of the company's fixed asset investments and amounts owed by group undertakings as a dividend in specie) and cancelling the 11,821,999 ordinary shares of £1 that relate to these amounts

Filing

The Secretary was instructed to file a copy of the special resolution, together with the solvency statement and statement of capital with the Registrar of Companies

The resolution has been approved by the members by way of written resolution.

Dated ____ September 2014

Signed

Ralph James Horne as director of Indigo (London) Limited, registered no. 06072290