

Company Number: 06740311

The Companies Act 2006
Company Limited by Shares
Written Resolutions
of
TimeC 1200 Limited
(Company)

SATURDAY



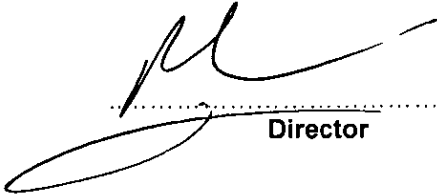
On 30 January 2009 the members of the Company entitled to vote on the resolutions on their circulation date, passed the resolutions below:

Ordinary Resolutions

1. That pursuant to and in accordance with section 190 of the Companies Act 2006:
 - 1.1 the acquisition by the Company of:
 - 1.1.1 50 ordinary shares of £1 each in Tyne Care Limited (TCL) from Mukesh Ashok Paripatyadar, Nihar Paripatyadar, Rajesh Ashok Paripatyadar and Meera Paripatyadar (as trustees of The M. A. Paripatyadar Settlement 2008), Mukesh Ashok Paripatyadar and Nihar Paripatyadar being directors of the Company, in exchange for the allotment and issue of 50 ordinary shares of £1 each in the capital of the Company;
 - 1.1.2 50 ordinary shares of £1 each in TCL from Nihar Paripatyadar, Mukesh Ashok Paripatyadar, Sunil Mohindra and Meera Mohindra (as trustees of The N Paripatyadar Settlement 2008), Mukesh Ashok Paripatyadar and Nihar Paripatyadar being directors of the Company, in exchange for the allotment and issue of 49 ordinary shares of £1 each in the capital of the Company and the designation of 1 ordinary share of £1 in the capital of the Company already owned by them as fully paid; and
 - 1.1.3 the entering into by the Company of a share exchange agreement with the shareholders of TCL whereby the Company will purchase the entire issued share capital of TCL in exchange for the allotment and issue of a total of 99 ordinary shares of £1 each in the capital of the Company to the shareholders of TCL and the designation of 1 ordinary share of £1 in the capital of the Company owned by Nihar Paripatyadar, Mukesh Ashok Paripatyadar, Sunil Mohindra and Meera Mohindra (as trustees of The N Paripatyadar Settlement 2008) as fully paid,
 - be and are hereby authorised and approved.
2. That the directors be and are hereby unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (Act) to allot and dispose of or grant options over any relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of £99 at any time or times during the period of five years from the date of this resolution provided that this authority shall enable the directors to allot the relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period. This authority is in substitution for all subsisting authorities to the extent unused.

Special Resolution

3. That pursuant to and in accordance with article 9 of the articles of association of the Company, the directors be and they are hereby empowered to allot shares pursuant to the authority given by resolution 2 above as if the pre-emption rights contained in article 9 of the articles of association of the Company did not apply to such allotment.



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Director