

Company number: 10848806

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
VENUS INTERNATIONAL LIMITED
(the "Company")

Circulated on 10th December 2020
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "**Resolution**") is passed as a special resolution.

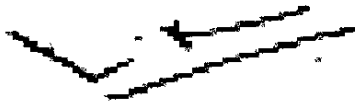
SPECIAL RESOLUTION

THAT, the issued share capital of the Company be reduced from £48,663 to £20,000 by cancelling and extinguishing 28,663 ordinary shares of £1.00 each in the capital of the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holder of those shares.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions set out in it.

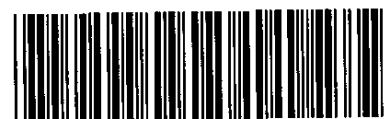
The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.



.....
Signed by Ravi Kumar Lodha

14th December 2020
Date

THURSDAY



A35 *A9KLF6WP* #288
24/12/2020
COMPANIES HOUSE

Company number: 10848806

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
PRINT OF RESOLUTIONS
of
VENUS INTERNATIONAL LIMITED
(the "Company")

Passed on 14 December 2020

The following resolution was duly passed by the members of the Company as indicated below by way of a written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT, the issued share capital of the Company be reduced from £48,663 to £20,000 by cancelling and extinguishing 28,663 ordinary shares of £1.00 each in the capital of the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holder of those shares.


.....
Director



Company number: 10848806

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

- 1.1 **By hand:** delivering the signed copy to the Directors, Venus International Limited, 66 Prescott Street, London, England, E1 8NN
- 1.2 **Post:** returning the signed copy by post to Directors, Venus International Limited, 66 Prescott Street, London, England, E1 8NN
- 1.3 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to nisha.patel@capitique.co.uk and compliance@capitique.co.uk. Please enter "Venus International - Written Resolution" in the e-mail subject box.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

VENUS INTERNATIONAL LIMITED

Resolutions in writing of Nisha Patel, the sole director (the "Sole Director") of Venus International Limited (the "Company") passed on 10th DECEMBER 2020 in accordance with article 8 of the articles of association of the Company (the "Articles").

1. BUSINESS

- 1.1 The Sole Director noted that the Company proposed to reduce its share capital (the "Reduction of Capital") from £48,663 to £20,000 by cancelling and extinguishing 28,663 ordinary shares of £1.00 each in the capital of the Company ("Ordinary Shares").
- 1.2 The Sole Director noted that each of the Ordinary Shares to be cancelled and extinguished on the Reduction of Capital is fully paid up.
- 1.3 It was proposed that the amount by which the Company's capital is reduced in respect of each shareholder be repaid to the holder of those shares.
- 1.4 The Sole Director noted that:
 - 1.4.1 it was proposed that the Reduction of Capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the Companies Act 2006 (the "Companies Act"); and
 - 1.4.2 the solvency statement procedure requires all of the directors to sign a statement of solvency and the shareholders to approve the Reduction of Capital by special resolution.
- 1.5 The Sole Director noted that it was proposed that, immediately on the Reduction of Capital taking effect, the amounts repaid to shareholders would be loaned to the Company.
- 1.6 Accordingly, the Sole Director noted that she had to consider and, if thought appropriate, approve:
 - 1.6.1 the Reduction of Capital and seek shareholder approval for it; and
 - 1.6.2 the Company (as borrower) entering into an unsecured loan agreement with Ravi Kumar Lodha (as lender) in respect of a £28,663 loan.

2. SOLE DIRECTOR'S INTERESTS

The Sole Director noted that she had no direct or indirect interest in any way in the proposed transaction and other arrangements to be considered at the meeting which she was required by section 177 of the Companies Act and the Articles to disclose.

3. REDUCTION OF CAPITAL DOCUMENTS CONSIDERED

- 3.1 The Sole Director considered the following documents:
 - 3.1.1 a draft solvency statement in the prescribed form and containing the information set out in section 643 of the Companies Act (the "Solvency Statement");
 - 3.1.2 the Company's annual accounts for the year ended 31 March 2019 prepared by the Company's accountants, Pritchard Fellows & Co Limited (the "Accounts")

- 3.1.3 the Company's management accounts for the 8 months ended 30th November 2020 and
- 3.1.4 the Company's annual accounts for the year ended 31 March 2020 prepared by the Company's accountants, Pritchard Fellows & Co Limited (the "Accounts")
- 3.1.5 a draft copy of a written resolution of the Company to approve the Reduction of Capital (the "Written Resolution"), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the Companies Act) of the Company in accordance with section 291 of the Companies Act; and
- 3.1.6 a draft statement of compliance containing the information set out in section 644 of the Companies Act (the "Compliance Statement").

4. CONSIDERATION OF REDUCTION OF CAPITAL

- 4.1 The Sole Director noted that if the directors of a company make a solvency statement without having reasonable grounds for the opinions expressed in it and the statement is subsequently delivered to the registrar, an offence is committed by every director who is in default.
- 4.2 The Sole Director therefore carefully considered the Accounts, Management Accounts and the Company's financial position, and the effect that the Reduction of Capital would have on the Company. It was noted that in the Solvency Statement, the Sole Director would be required to confirm that:
 - 4.2.1 she has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts;
 - 4.2.2 she has also formed the opinion:
 - (a) if it is intended to commence the winding up of the Company within 12 months of that date, that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up; or
 - (b) in any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date.
- 4.3 It was noted that the Solvency Statement must be signed by the Sole Director not more than 15 days before the special resolution approving the Reduction of Capital is passed. It was further noted that the Sole Director must sign the Compliance Statement confirming that the Solvency Statement was signed not more than 15 days before the date on which the special resolution was passed and that the Solvency Statement was provided to members in accordance with section 642(2) or (3) of the Companies Act.
- 4.4 The Sole Director further noted that the Reduction of Capital would take effect on registration of the Written Resolution, the Solvency Statement and the Compliance Statement, together with Form SH19 at Companies House.

5. APPROVAL OF REDUCTION OF CAPITAL

- 5.1 The Sole Director carefully considered the Reduction of Capital and concluded that the Reduction of Capital would promote the success of the Company for the benefit of its members as a whole having regard (among other matters) to the factors set out in section 172(1) of the Companies Act. Accordingly, IT WAS RESOLVED:

- 5.1.1 to approve the proposed Reduction of Capital;
- 5.1.2 subject to being able validly to make the Solvency Statement, that the Sole Director sign the Solvency Statement;
- 5.1.3 to approve the Written Resolution in the form produced to the meeting;
- 5.1.4 to send the Written Resolution to the eligible members of the Company for signature, accompanied by the Solvency Statement.

It was noted that the Written Resolution would be required to be sent to the Company's auditors if auditors had been appointed, but that the Company qualified under a relevant exemption from the requirement to appoint auditors.

- 5.2 Subject to and following the passing of the Written Resolution, IT WAS RESOLVED:

- 5.2.1 to carry out the Reduction of Capital and to take all steps necessary to cancel and extinguish the relevant shares as set out in paragraph 1.1 above;
- 5.2.2 to make the payment out of capital in respect of the relevant shares to the holders those shares in the proportions as set out in paragraph 1.1 above; and
- 5.2.3 subject to being able validly to sign the Compliance Statement, that the Sole Director sign the Compliance Statement.

- 5.3 Subject to and following the passing of the Written Resolution, IT WAS FURTHER RESOLVED to:

- 5.3.1 file, within 15 days of the Written Resolution being passed, a copy of the Written Resolution, signed Solvency Statement, Form SH19 and the Compliance Statement at Companies House; and
- 5.3.2 make all necessary and appropriate entries in the books and registers of the Company.

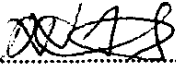
6. APPROVAL OF LOAN

- 6.1 The Sole Director considered a facility letter between the Company (as borrower) and Ravi Kumar Lodha (as lender) in respect of a £28,663 loan (the "Loan Agreement").
- 6.2 The Sole Director carefully considered the Loan Agreement and concluded that Company entering into the Loan Agreement would promote the success of the Company for the benefit of its members as a whole having regard (among other matters) to the factors set out in section 172(1) of the Companies Act. Accordingly, subject to and following the Reduction of Capital taking effect, IT WAS RESOLVED to enter into the Loan Agreement and that the Sole Director sign it on behalf of the Company.

7. CLOSE

There was no further business for the Sole Director to consider.

Company number: 10848806



Nisha Patel, Sole Director