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09/03/2016

#320

COMPANIES HOUSE

WRITTEN RESOLUTIONS

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Circulated to the members of the company on in accordance with Section 281(1) of the Companies Act 2006

Expiration date in accordance with Section 297 of the Companies Act 2006

Special Resolutions

1. That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up

~~FOR/AGAINST~~

2. That pursuant to Section 21 of the Companies Act 2006, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the joint liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members.

~~FOR/AGAINST~~

3. That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or, if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine.

~~FOR/AGAINST~~

4. That the Joint Liquidators be generally authorised to receive in compensation or part compensation for any transfer or sale of the Company's business and/or property, shares, policies or other like interests in the transferee/buyer's company for distribution amongst the members of the Company. Such authority shall be the requisite sanction for the purposes of s110(2) of the Insolvency Act 1986.

~~FOR/AGAINST~~

Ordinary Resolutions

1. That Patrick Ellward and Dilip Dattani of RSM Restructuring Advisory LLP Suite A, 7th Floor, City Gate East, Tollhouse Hill, Nottingham NG1 5FS be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis

~~FOR/AGAINST~~

2. The Liquidators shall be authorised to draw their remuneration based upon their time costs by reference to the time properly given by the Liquidators and their staff, in attending to matters arising in the liquidation at RSM Restructuring Advisory LLP's standard hourly rates, at the rates prevailing at the time the work is done,

~~FOR/AGAINST~~

3. That the Joint Liquidators be authorised to draw "Category 2" disbursements out of the assets as an expense of the liquidation, at the rates prevailing when the cost is incurred.

~~FOR/AGAINST~~

4. That until such time as the Liquidators are released the books and records of the company are held by Sabir Tayub to the order of the Joint Liquidators.

~~FOR/AGAINST~~

*delete as appropriate

Signature

Date

3. 3. 16

Name

S. R. TAYUB - DIRECTOR OF MST TOILETRIES.

(CAPITAL LETTERS)

Position or authority for signature, where not the member in person

NOTES

1. You can choose to agree to the all of the ordinary resolutions and the special resolutions or none of them but you cannot agree to only one 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 it to the company using one of the following methods:

- **Post:** returning the signed copy by post to RSM Restructuring Advisory LLP, Suite A, 7th Floor, City Gate East, Tollhouse Hill, Nottingham NG1 5FS;
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to nick.robinson@rsmuk.com. Please enter "M. & S. Toiletries Limited - Written resolutions" in the e-mail subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.
3. Where, by 31 March 2016, your agreement has not been received, the resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.