

Company Number: 11906481

PELHAM ACCOUNTANTS 2019 LIMITED
(Company)



Minutes of a meeting of the board of directors of the Company duly convened and held at the Company's registered office on 16 February 2023 at 10:00 am/pm.

PRESENT: Leonard Booth, Christopher Hunt, Paul Whitney

INTRODUCTION AND PURPOSE

- 1 There being a quorum present and the meeting having been duly convened, the meeting was declared open.
- 2 It was noted that the purpose of the meeting was to consider and, if thought fit, approve the Company taking an audit exemption for the financial year ending 31 May 2022 (**Accounts Date**) pursuant to section 479A of the Companies Act 2006 (**Act**) (**Proposed Exemption**) and to tend to certain formalities in connection with the Proposed Exemption.

DECLARATIONS OF INTEREST

- 3 Pursuant to sections 177 and 182 of the Act and in accordance with the articles of association of the Company, each of the directors present declared the nature and extent of all such interests in the business proposed to be transacted at the meeting as are required to be declared by those sections and/or such articles.
- 4 It was noted that, such interests having been declared, the directors present were entitled to vote on the business to be transacted at the meeting and to be counted in reckoning whether a quorum was present.

DOCUMENTS PRODUCED TO THE MEETING

- 5 There was produced to the meeting:
 - 5.1 a completed Companies House Form AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), duly executed by a director on behalf of the Company and by a director on behalf of Xinadin Group Limited (company number 11354408) (**Parent**), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending on the Accounts Date in accordance with section 479C of the Act (**Statement of Guarantee**); and
 - 5.2 a form of unanimous agreement of the members of the Company agreeing to the Company taking the Proposed Exemption (**Members' Agreement**).

CONSIDERATION OF THE DOCUMENTS

- 6 It was noted that the Company met the exemption criteria set out in section 479A(1) of the Act but that the Proposed Exemption was conditional on compliance with all of the following conditions:
 - 6.1 all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
 - 6.2 the Parent must give a guarantee under section 479C of the Act in respect of that year;
 - 6.3 the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the requirements of Part 15 of the Act or UK-adopted international accounting standards;

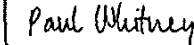
- 6.4 the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the Act relating to the audit of individual accounts by virtue of section 479A of the Act; and
- 6.5 the directors of the Company must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
- 6.5.1 a written notice of agreement of the members referred to in section 479A(2)(a) of the Act;
 - 6.5.2 the Statement of Guarantee referred to in section 479C(1) of the Act;
 - 6.5.3 a copy of the Parent's consolidated accounts referred to in section 479A(2)(c) of the Act;
 - 6.5.4 a copy of the auditor's report on those accounts; and
 - 6.5.5 a copy of the consolidated annual report drawn up by the Parent.
- 7 After due and careful consideration **IT WAS RESOLVED** that:
- 7.1 the Statement of Guarantee satisfied the requirements of section 479C(2) of the Act and the terms of such Statement of Guarantee be and are hereby approved;
 - 7.2 the Members' Agreement satisfied the requirements of section 479A(2)(a) of the Act and had been duly signed by all members of the Company;
 - 7.3 adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole; and
 - 7.4 the execution of the Statement of Guarantee by a director on behalf of the Company is approved and ratified.

FILING

- 8 **IT WAS RESOLVED** to:
- 8.1 make all necessary and appropriate entries in the statutory books of the Company as are required to reflect or give effect to the business transacted at the meeting; and
 - 8.2 deliver to the Registrar of Companies on or before the date on which the Company files the accounts for the financial year ending on the Accounts Date:
 - 8.2.1 a copy of the Members' Agreement;
 - 8.2.2 the Statement of Guarantee;
 - 8.2.3 a copy of the consolidated accounts of the Parent in which the Company is included;
 - 8.2.4 a copy of the auditor's report on the consolidated accounts referred to in 8.2.3 above; and
 - 8.2.5 a copy of the consolidated annual report drawn up by the Parent.

CLOSE

- 9 There being no further business, the meeting was declared closed.

DocuSigned by:

.....3500ECE049924A7.....
Director