

**THE COMPANIES ACT 2006**

**NEWPORT CARE LIMITED**

**Company Number 5790394**

**SPECIAL RESOLUTION**

**To the Registrar of Companies**

The above-named company hereby gives notice that the following special resolutions were validly passed as a written resolution in compliance with the procedures laid down in sections 288 to 300 of the Companies Act 2006 on **2 MAY** 2013

**RESOLUTIONS**

- 1 **THAT** the terms of a contract proposed to be made between the Company and Balbir Singh Johal for the purchase by the Company of 850 ordinary shares of £1 each in the capital of the Company for a total consideration of £400,000 (four hundred thousand pounds) as set out in the contract attached ("Purchase Contract") be approved and the Company be authorised to enter into the Purchase Contract
- 2 **THAT**, provided sufficient approval is obtained by **8 MAY 2013**, the payment by the Company out of capital of the sum of £400,000 (four hundred thousand pounds) for the purchase of its own shares pursuant to the Purchase Contract be approved. A copy of the directors' statement and auditor's report prepared in connection with the payment out of capital is attached in accordance with section 718 of the Companies Act 2006

*H. Johal*

(Director/Secretary)

Date **2 MAY 2013**



**NEWPORT CARE LIMITED ("the Company")**

**Registered Number 5790394**

**Director's statement under section 714 of the Companies Act 2006 ("2006 Act")  
made on .....2.....MAY.....2013**

I, the director named below (being the sole director of the Company as at the date of this statement), make the following statement under section 714 of the 2006 Act

As set out in a written resolution circulated on 2 MAY 2013, the Company proposes to purchase its own shares in accordance with a share buyback agreement to be entered into on or around 7 JUNE 2013 between the Company and Balbir Singh Johal. The amount of the permissible capital payment for the purchase of such shares is £400,000 (four hundred thousand pounds)

Having made full inquiry into the affairs and prospects of the Company, I have formed the opinion that

- As regards the Company's initial situation immediately following 7 JUNE 2013 (the date on which the payment out of capital is proposed to be made), having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), there will be no grounds on which the Company could then be found to be unable to pay its debts, and
- As regards the Company's prospects for the year immediately following 7 JUNE 2013, having regard to my intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources that will, in my view, be available to the Company during that year, the Company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year

The Company's business does not include that of either a banking company or an insurance company

An auditor's report produced by Jon Avol & Associates complying with section 714(6) of the 2006 Act is attached to this statement

Signed by



Joginder Johal

Date 2 MAY 2013

**JON AVOL**  
**& ASSOCIATES**  
Chartered Certified Accountants

Mrs J Johal  
Newport Care Limited  
204 Field End Road  
Eastcote  
Pinner  
Middlesex HA5 1RD

Our Ref NCL/MR/VL  
Your Ref

2 MAY 2013

Dear Madam

**PROPOSED BUY-BACK OF 850 SHARES**

I have inquired into the company's state of affairs, and confirm that:

1. the amount specified in the director's statement as the permissible capital payment for the shares in question is in my view properly determined in accordance with sections 710 to 712 of the Companies Act 2006, and
2. I am not aware of anything to indicate that the opinion expressed by the sole director in her statement is unreasonable in all the circumstances

Yours faithfully



**VINAY LAKHANI FCCA**  
**JON AVOL & ASSOCIATES**



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V G Lakhani FCCA

