

Company No: 04580937

The Companies Acts 1985 to 1989
Company Limited by Shares

MADHU'S LIMITED
("Company")

Special Resolution
passed as a Written Resolution

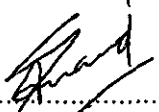
THAT pursuant s381A of the Companies Act 1985 I being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:

- 1 THAT the one issued Ordinary share in the capital of the Company, registered in my name is converted into an A Ordinary share. The share will have the rights attached to it as set out in paragraph 5 below;
- 2 THAT 99 of the Ordinary unissued shares in the capital of the Company are hereby converted into A Ordinary shares. The A Ordinary shares will have the rights attached to them as set out in paragraph 5 below;
- 3 THAT 100 of the Ordinary unissued shares in the capital of the Company are hereby converted into B Ordinary shares. The B Ordinary shares will have the rights attached to them as set out in paragraph 5 below;



- 4 THAT 100 of the Ordinary unissued shares in the capital of the Company are hereby converted into C Ordinary shares. The C Ordinary shares will have the rights attached to them as set out in paragraph 5 below;
- 5 THAT all A Ordinary, B Ordinary and C Ordinary shares shall rank pari passu with each other in all respects as Ordinary shares of the Company and shall carry no special share rights.

Dated 27th Feb 2003


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Sanjay Anand