

Company No. 2844616

THE COMPANIES ACT 1985



PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
UNITED PHOSPHORUS LIMITED

Minutes of an Extraordinary General Meeting of the above named Company duly convened and held at Bombay and Warrington (by teleconference)

PRESENT **J Shroff** **duly appointed representative of Bio-Win Corporation Limited**
 V Shroff
 B J B Drury

- 1 A quorum being present (pursuant to section 370A of the Companies Act 1985) the Meeting commenced.
- 2 It was agreed that the Notice of Meeting be taken as read.
- 3 The special Resolution set out below was considered and duly passed unanimously.

Special Resolution

THAT:

- (a) the authorised share capital of the Company be and it is hereby increased from £9,320,000 divided into 9,270,000 Preference Shares of £1 each and 50,000 Ordinary Shares of £1 each to £11,120,000 divided into 11,070,000 Preference Shares of £1 each and 50,000 Ordinary Shares of £1 each having attached thereto the rights and privileges and being subject to the restrictions set out in Article 2B of the Articles of Association of the Company by the creation of 1,800,000 Preference Shares of £1 each;

(b) the Directors of the Company be and they are hereby authorised pursuant to section 80 Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value of 1,800,000, such authority to expire on 31st December 2000; and

(c) the Articles of Association of the Company be and they are hereby amended by the insertion of the following Article as new Article 2A:

2A The share capital of the Company at the date of adoption of this Article is £11,120,000 divided into 11,070,000 Redeemable -Preference Shares of £1 each ("**the Preference Shares**") and 50,000 Ordinary Shares of £1 each ("**the Ordinary Shares**") all of which are issued fully paid (the Preference Shares and Ordinary Shares being together ("**the Shares**"). Save as otherwise provided in these Articles the Preference Shares and the Ordinary Shares shall rank pari passu in all respects.

4 There being no further business the Meeting was declared closed.

Brendan J R O'Neil
Company Secretary
31/3/00