

AMENDING VERSION

Company Number 06195124

THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

DATAWIND UK PLC

(the "Company")

SATURDAY



A47 "A4LJNS74" 18/08/2007 264
COMPANIES HOUSE

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY

Pursuant to Regulation 53 of Table A to the Companies Act 1985 (as amended) (the "Act") incorporated into the Articles of Association of the Company **WE**, the undersigned, being all the members of the Company being entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions as if they were passed at a general meeting of the Company, in the case of resolution 1 as an ordinary resolution and in the case of resolutions 2 and 3, as special resolutions

ORDINARY RESOLUTIONS

- 1 **THAT** the Directors be and are hereby authorised generally and unconditionally for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of £120,000, to such person or persons as they think proper for a period from the date of the passing of the resolution to the conclusion of the next Annual General Meeting of the Company after the passing of the resolution or the date falling 15 months after the date of the passing of the resolution, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the power conferred by the resolution has expired,

SPECIAL RESOLUTIONS

- 2 **THAT** the Articles of Association of the Company be altered by deleting the whole of the existing Articles of Association of the Company and substituting in lieu thereof new Articles of Association as set out in a print annexed hereto,
- 3 Subject to the passing of resolution 1 above, **THAT** the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred on them pursuant to resolution 1 above, as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to
 - 3.1 the allotment of equity securities in connection with a rights issue and so that for this purpose **"rights issue"** means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed

record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any overseas territory or requirements of any recognised regulatory authority or stock exchange in any country or any matter whatever,

- 3.2 the allotment of equity securities in connection with the admission of all or any equity securities or securities representing those equity securities (including without limitation American depositary receipts, American depositary shares and/or other instruments) to or the grant of permission by any like authority for the same to be traded or quoted on NASDAQ or on the Official List of the United Kingdom Listing Authority or on the AIM Market operated by the London Stock Exchange Plc or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) where the net aggregate subscription amount in respect of new equity securities (subject to appropriate adjustment following any bonus issue or reorganisation) issued at the time of admission is not less than £10,000,000 and the market capitalisation of the Company immediately following admission is not less than £30,000,000, and

- 3.3 the allotment (other than within the authority conferred in sub-paragraphs 3.1 or 3.2 above) of equity securities for cash up to an aggregate nominal amount of £57,725 23,

and such power expires on the conclusion of the next Annual General Meeting of the Company after the passing of the resolution or the date falling 15 months after the date of the passing of the resolution, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by the resolution has expired

Signed by



Suneet Singh Tuli

Raja Singh Tuli

WEF
Date 04/05/07

Date

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record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any overseas territory or requirements of any recognised regulatory authority or stock exchange in any country or any matter whatever,

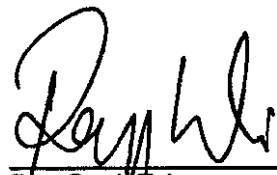
- 3 2 the allotment of equity securities in connection with the admission of all or any equity securities or securities representing those equity securities (including without limitation American depositary receipts, American depositary shares and/or other instruments) to or the grant of permission by any like authority for the same to be traded or quoted on NASDAQ or on the Official List of the United Kingdom Listing Authority or on the AIM Market operated by the London Stock Exchange Plc or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) where the net aggregate subscription amount in respect of new equity securities (subject to appropriate adjustment following any bonus issue or reorganisation) issued at the time of admission is not less than £10,000,000 and the market capitalisation of the Company immediately following admission is not less than £30,000,000, and

- 3 3 the allotment (other than within the authority conferred in sub-paragraphs 3 1 or 3 2 above) of equity securities for cash up to an aggregate nominal amount of £57,725 23,

and such power expires on the conclusion of the next Annual General Meeting of the Company after the passing of the resolution or the date falling 15 months after the date of the passing of the resolution, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by the resolution has expired

Signed by

Suneet Singh Tuli



Raja Singh Tuli

Date

WFF
Date 04/05/07