



Harrisons Malayalam Limited

24/1624, Bristow Road, Willingdon Island, Cochin 682003
Tel: 0484-6624310 Fax: 0484-2668024

Annexure

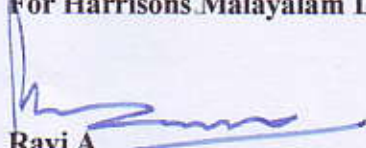
**Certified true copy of the Special Resolution passed by the shareholders of the Company
through Postal Ballot on 26th March 2011**

“RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 the Articles of Association of the Company be amended by inserting the following article 113A immediately after the existing article 113 and the same will be read as follows:

Article 113A – NOMINEE DIRECTORS

Notwithstanding anything to the contrary contained in these articles, so long as any moneys shall be owing by the company to any Bank, Financial Institution, Body Corporate, local authority or Public body (herein after called “the institution”) so long as the institution holds any shares/debentures in the company as a result of subscription or underwriting or conversion of loan/debenture into equity capital of the company or so long as any guarantee given by the institution in respect of any financial obligation or commitment of the company remains outstanding, the institution shall, pursuant to an agreement between it and the company, have a right to appoint one or more persons as director(s) on the board of directors of the company (each such director hereinafter referred to as “the nominee director”) but however that not more than three persons shall hold office at any time by virtue of appointment under this clause. The nominee director shall not be required to hold qualification shares and shall not be liable to retire by rotation. The institution may at any time and from time to time remove the nominee director appointed by it and may, in the event of such removal and also in case of death or resignation of the nominee director, appoint another in his place and also fill any vacancy which may occur as a result of the nominee director ceasing to hold office for any reason whatsoever. Such appointment or removal shall be made in writing by the institution and shall be delivered to the company at its registered office. The company shall have no power to remove the nominee director from office. However, such appointed nominee director shall cease to be a Director once the Company pays off the dues to the institution. Each nominee director shall be entitled to attend all general meetings, board meetings and meetings of the committee of which he is a member, and he and the institution appointing him shall also be entitled to receive notices of all such meetings. In addition to the directors; sitting fees provided in the articles of association such directors shall be entitled to travelling and other expenses for attending the board meeting as may be provided under the rules of the body which they represent.”

**-Certified True Copy-
For Harrisons Malayalam Limited**


Ravi A
Company Secretary





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**Certified true copy of the Ordinary Resolution passed by the shareholders of the Company
through Postal Ballot on 26th March 2011**

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, and subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, the consent and approval of the Company be and is hereby accorded to the Board of Directors to the creation of mortgages and / or charges and / or hypothecation, in addition to the existing mortgages, charges and hypothecation created by the Company on the whole or substantially the whole of the undertakings of the Company, on such terms and conditions, as the Board of Directors of the Company may consider to be in the interest of the Company, with authority to the Board of Directors to do all such acts, deeds, matters and things as may be necessary or appropriate to give effect to this resolution."

**-Certified True Copy-
For Harrisons Malayalam Limited**


**Ravi A
Company Secretary**

