



Harrisons Malayalam Limited

24/1624, Bristow Road, Willingdon Island, Cochin 682003
Tel: 0484-6624362 Fax: 0484-2668024

**CERTIFIED TRUE COPY OF THE RESOLUTION UNDER SECTION 198, 269, 309, 310,
311 OF THE COMPANIES ACT 1956 PASSED BY THE MEMBERS OF THE
COMPANY THROUGH POSTAL BALLOT**

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311 read with the Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such approvals as may be necessary, the Company hereby approves and confirms the remuneration and perquisites as set out in the Explanatory Statement attached to the Notice of Postal Ballot approved by the Board of Directors of the Company and subject to the terms and conditions in the agreement proposed to be entered into between the Company and Mr. Pankaj Kapoor.

RESOLVED FURTHER THAT Mr. Pankaj Kapoor be paid remuneration as set out in the Explanatory Statement referred to above as minimum remuneration for a period of two years from 24th April, 2011 subject to such sanctions and approvals and in particular of the Central Government as may be required.

RESOLVED FURTHER THAT pending approval of the Central Government Mr. Pankaj Kapoor be paid the remuneration within the limits laid down in Clause (B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 for a period of two years from 24th April, 2011.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be expedient or desirable to give effect to the resolution as they may deem fit from time to time.”



Certified True Copy
For HARRISONS MALAYALAM LTD.


RAVI. A
Company Secretary