

Quarterly Compliance Report on Corporate Governance

Name of the Company: HARRISONS MALAYALAM LIMITED

Quarter ending on: 31st December, 2012

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--------------------------------|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49 (1A) | Y | |
| (B) Non-executive Directors' compensation & disclosures | 49 (1B) | Y | |
| (C) Other provisions as to Board and Committee | 49 (1C) | Y | |
| (D) Code of Conduct | 49 (1D) | Y | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Y | |
| (B) Meeting of Audit Committee | 49 (IIB) | Y | |
| (C) Powers of Audit Committee | 49 (IIC) | Y | |
| (D) Role of Audit Committee | 49 (IID) | Y | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Y | |
| III. Subsidiary Companies | 49 (III) | Y | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IVA) | Y | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Y | |
| (C) Board of Disclosures | 49 (IVC) | Y | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD) | N.A. | |
| (E) Remuneration of Directors | 49 (IVE) | Y | |
| (F) Management | 49 (IVF) | Y | |
| (G) Shareholders | 49 (IVG) | Y | |
| V. CEO/CFO Certification | 49 (V) | Y | Disclosed in the Annual Report |
| VI. Report on Corporate Governance | 49 (VI) | Y | |
| VII. Compliance | 49 (VII) | Y | |