

IN THE DISTRICT COURT OF COLOMBO

Hotel Developers (Lanka) Ltd, Colombo  
Hilton Sports Complex,  
Echelon Square,  
Colombo 1.

Plaintiff

Case No.15322/MR

Nihal Sri Amarasekera,  
No.167/4, Sri Vipulasena Mawatha,  
Colombo 10.

Defendant

I Udaya Lankadhikari Kadurugamuwa, being a Buddhist do hereby, solemnly, sincerely truly declare and affirm and state as follows:-

1. I am the affirmant abovenamed.
2. I am a director of Corporate Services Ltd. of Second Floor, State Bank of India Building, 31 2/1, Mudalige Mawatha, Colombo 1, Secretaries of Hotel Developers (Lanka) Ltd the Plaintiff abovenamed.
3. From the knowledge that I have gathered in my said capacity of a director and by perusing the relevant documents available for my examination in such capacity, I confirm to the following facts:-
  - (i). In terms of Article 127 of the Articles of Association of the Plaintiff, the quorum necessary for the transaction of the business of the directors of the Plaintiff is six (06) including at least two (02) directors nominated by the Minister of Finance and one (01) director nominated by the foreign collaborators.
  - (ii). On 28th June, 1995 a meeting of the Board of Directors of the Plaintiff was held with the necessary quorum being present including two (02) directors nominated by the Minister of Finance and two (02) directors nominated by the foreign collaborators. (a certified copy of the Minutes of the said Board Meeting is hereto marked X1)
  - (iii). At the aforesaid meeting of the Board of Directors of the Plaintiff, the Board of Directors authorised the affixing of the seal of the Company on the settlement agreement tabled at the meeting vide minute 9 of X1 annexed hereto.
  - (iv). Consequent to such decision, the seal of the Company was affixed on the aforesaid agreement in the presence of the Chairman and a Director who attested the affixing of the seal thereof.

- (v) The Board of Directors of the Plaintiff at its meeting held on 23rd February, 1996 confirmed the minutes of the board meeting held on 28th June, 1995 certified copy of the minutes of the said meeting of 23rd February, 1996 is annexed hereto marked X2.)
- (vi) By a letter dated 24th July 1996 signed by Dr. P.B. Jayasundera and Mr. T. Ishibashi two directors of the Plaintiff Mr. Hussain Ahamed the then Registered Attorney of the Plaintiff was notified that the Board of Directors of the Plaintiff has decided to revoke the proxy granted to him (A certified copy of the said writing is annexed hereto marked X3).
- (vii) By a writing dated 7th October 1996 Mr. Hussain Ahamed consented to the revocation of the proxy granted to him. (The writing dated 7th October, 1996, is annexed hereto marked X4).
- (viii) At the meeting of the Board of Directors of the Plaintiff held on 25th October 1996;
  - (a) the board noted that Mr. Cornel Perera had no authority, whatsoever, to send a letter dated 10th October 1996 (copy not available) to Mr. Hussain Ahamed countermanding and in contravention of the Board decision to revoke Mr. Hussain Ahamed's Proxy.
  - (b) the board noted that Mr. Hussain Ahamed had filed the Replication of the Plaintiff on 15th december 1994, without the Board having considered the matter or having authorised Mr. Hussain Ahamed to file the said Replication
  - (c) the board confirmed that a Proxy granted to Mr. Hussain Ahamed was revoked by the board on the 28th of June 1995.
  - (d) the board ratified the Proxy that had been subsequently granted the Attorney General.

(Certified copies of the relevant Extracts of the Board Minutes of 25th October 1996 confirmed at the board meeting held on 27th November, 1996 are annexed hereto marked X5.)

10.00



Affirmed to and signed at Colombo) on this 8th. day of January, 1997 )

BEFORE ME

*[Handwritten signature]*

JUSTICE OF THE PEACE / COMMISSIONER OF OATHS

**G. S. HERAT GUNARATNE**  
 Attorney-at-Law, Notary Public  
 & Justice of the Peace  
 31-2/1, State Bank of India Building  
 Mudalige Mawatha  
 Colombo - 1.