

HARRISONS MALAYALAM LIMITED

MINUTES OF THE THIRTY SIXTH ANNUAL GENERAL MEETING

HELD ON MONDAY, 23RD SEPTEMBER, 2013 AT 11.00 A.M.

AT DURBAR HALL, CASINO HOTEL, WILLINGDON ISLAND, COCHIN – 682003

Present: Mr. Ajit Singh Chouhan - Director
Mr. J. M. Kothary - Director
Mr. V. Venugopal - Manager
Mr. Ravi A. – Company Secretary

And 665 shareholders present in person and by proxy as per the record.

In the absence of the Chairman Mr. Sanjiv Goenka, Mr.K.N. Mathew (DP ID Client ID IN30163710177016) proposed the name of Mr. Ajit Singh Chouhan, Director of the Company to be the Chairman of the meeting. This was seconded by Mr. P.A. Krishnamoorthy (DP ID/ Client ID IN30115125328911). The members present elected Mr.Ajit Singh Chouhan as the Chairman of the meeting.

Mr. Ajit Singh Chouhan took the Chair and called the meeting to order after ascertaining that the quorum was present.

The Chairman then welcomed the members to the Thirty Sixth Annual General Meeting of the Company. Thereafter he delivered his speech.

The Notice of the meeting having been circulated to all the shareholders, in accordance with the Provisions of Section 172 of the Companies Act, 1956, the same was taken as read with the approval of all the members present.



The audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended on that date and the Report of the Directors having been circulated to all the members, were taken as read with the approval of the members present.

As requested by the Chairman, Mr. Balaji of Price Waterhouse read out the Auditors' Report.

The Chairman then tabled the following ordinary resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended on that date, the Reports of the Directors' and Auditors' be and are hereby received, considered and adopted".

This was proposed by Mr. C J Vincent (DP ID/Client ID 1205670000000435) and seconded by Mr. Clinto Tom (DP ID/Client ID 1202390000349386).

Thereafter the Chairman invited questions from the members present on the Accounts and the working of the Company for the year ended 31st March, 2013. Questions raised by Mr. C P Thomas, (DP ID/Client ID IN300239 13754706) regarding lower rate of dividend was answered by the Chairman.

The resolution was put to vote and carried unanimously.

The Chairman then tabled the following ordinary resolution:

"RESOLVED THAT a dividend at the rate of Re.0.75 per share be paid for the year ended 31st March, 2013 on the equity shares of the Company to those shareholders whose names appear in the Company's Register of Members or who are notified as beneficiaries by Depositories viz. National Securities Depository Limited and Central



Depository Services (India) Limited at the close of business on the September 13, 2013."

The above resolution was proposed by Mr. P N Ravunni (Folio No.0513107) and seconded by Mr.C Unnikrishnan Kartha (Folio No.0513814) was carried unanimously.

The Chairman then tabled the following ordinary resolution:

"RESOLVED THAT Mr.Sanjiv Goenka be and is hereby re-appointed as a Director of the Company whose appointment is subject to retirement by rotation".

The above resolution was proposed by Mr. Santhosh Kumar (DP ID/Client ID IN300239 11772174) and seconded by Mr.Ivan Gueizelar (DP ID/Client ID 1202390000004164) was carried unanimously.

The Chairman then tabled the following ordinary resolution:

"RESOLVED THAT Mr. Haigreve Khaitan be and is hereby re-appointed as a Director of the Company whose appointment is subject to retirement by rotation".

The above resolution was proposed by Mr. Denny John. (DP ID / Client ID 1202390000003823) seconded by Mr. George Sebastian (Folio No. 513784) was carried unanimously.

The Chairman then tabled the following ordinary resolution:

"RESOLVED THAT Messrs. Price Waterhouse, Firm Registration No.301112E, Chartered Accountants, Chennai be and is hereby appointed as Auditors of the



Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and the Board be and is hereby authorized to fix their remuneration."

This was proposed by Mr. Abraham K.V. (DP ID/ Client ID No.IN30023910014749) and seconded by Mr.Santhosh Kumar (Folio No.513777)

The resolution was carried unanimously.

The Chairman then tabled the following ordinary resolution:

"RESOLVED THAT Mr. J.M. Kothary who was appointed as an Additional Director of the Company with effect from 30.05.2013 and who holds office up to the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member in terms of Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a Director of the Company liable to retirement by rotation."

The above resolution was proposed by Mr. C. Vinayaraghavan (Folio No.IN30088814070635) and seconded by Mr. M.V. H. Menon (Folio No.513808) was carried unanimously.

There being no further business, the meeting ended at 11.30 A.M. with a vote of thanks to the Chair.

Date: 23.09.2013
Place: Cochin


CHAIRMAN