



Harrisons Malayalam Limited

24/1624, Bristow Road, Willingdon Island, Cochin 682003

CIN: L01119KL1978PLC002947

e-mail: hmlcorp@harrisonsmalayalam.com Website: www.harrisonsmalayalam.com

Tel: 0484-6624362 Fax: 0484-2668024

4th September, 2018

The Secretary Bombay Stock Exchange Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort <u>Mumbai - 400 001</u> Symbol: HARRMALAYA	The Secretary National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex Bandra (E) <u>Mumbai - 400 051</u> Symbol: HARRMALAYA
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Dear Sirs,

Notice of 41st Annual General Meeting

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 41st Annual General Meeting of the Company to be held on 26th September, 2018.

Kindly take the same on record.

Yours faithfully,
For **HARRISONS MALAYALAM LIMITED**

BINU THOMAS

Company Secretary cum Compliance Officer

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of the Company will be held on Wednesday 26th September, 2018 at 11.00 A.M. at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682016 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. P Rajagopalan (DIN 02817068), who retires by rotation and being eligible, offers himself for reappointment.
3. To continue the appointment of the statutory auditors without ratification and to fix their remuneration:

RESOLVED THAT in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 3rd August, 2017 and in accordance with the amended Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory enactments or modifications thereof), the approval of the shareholders be and is hereby accorded to continue the appointment of M/s. Walker Chandiok & Co LLP, Kochi, Chartered Accountants (having Firm Registration Number:001076N/N500013), as the Statutory Auditors of the Company, at such remuneration as may be decided by the Board of Directors till the conclusion of the 45th Annual General Meeting to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

SPECIAL BUSINESS

4. Continuance of Directorship of Mr. Golam Momen (DIN:00402662), Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, consent of the Members of the Company be and is hereby accorded to the continuance of Directorship of Mr. Golam Momen (DIN:00402662) who was appointed as an Independent Director of the Company, at the 37th AGM of the Company held on September 26, 2014 in accordance with the applicable provisions of the Companies Act, 2013 and has attained the age of more than seventy five years, to hold office as a Non-Executive Independent Director up to the expiry of his present term of office, i.e. upto September 30, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

5. Continuance of Directorship of Mr. J.M. Kothary (DIN: 00015254), Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, consent of the Members of the Company be and is hereby accorded to the continuance of Directorship of Mr. J.M. Kothary (DIN 00015254) who was appointed as an Independent Director of the Company, at the 37th AGM of the Company held on September 26, 2014 in accordance with the applicable provisions of the Companies Act, 2013 and has attained the age of more than seventy five years, to hold office as a Non-Executive Independent Director upto the expiry of his present term of office, i.e. upto September 30, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

6. Re-appointment and payment of remuneration to Mr.V. Venugopal, Manager of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), (the Act) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company be and hereby approves and confirms the re-appointment of Mr.V. Venugopal as Manager of the Company for a period of one year from August 14, 2018, to August 13, 2019.

RESOLVED FURTHER THAT in accordance with section 197 read with schedule V of the Companies Act 2013 approval of company be and is hereby accorded for payment of remuneration to Mr.V. Venugopal for services rendered as Manager of the Company, for the period from August



14, 2018 to August 13, 2019 as set out in the Explanatory Statement annexed to the notice and subject to the terms and conditions of the draft agreement proposed to be entered into between the Company and Mr.V Venugopal.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including making of an application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and / or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.

7. Ratification of Cost Auditors Remuneration

To consider and if thought fit, to pass, the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the remuneration of ₹ 2,50,000 (Rupees Two Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual as approved by the Board of Directors of the Company, to be paid to M/s. Shome & Banerjee, Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2nd Floor, Kolkata – 700 017 (Firm registration No.000001), for conducting the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Binu Thomas
Company Secretary

Kochi
10th August, 2018

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.

Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the items of Special Businesses under Item No. 4 to 7 of the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2018 to 26th September 2018 (both days inclusive).
4. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):
 - (a) During the financial year ended March 31, 2018, the Company, after compliance with the due procedure laid down under Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), had transferred 1,85,711 number of shares in respect of which dividend has not been claimed for 7 (seven) consecutive years or more to the Investor Education and Protection Fund ("IEPF Authority"). Such shares including dividends and other benefits accruing thereon can be claimed from IEPF Authority, after following the procedure prescribed under the IEPF Rules and no claim shall lie against the Company or its RTA.
 - (b) Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, dividend for the financial year ended March 31, 2011, which would remain unclaimed for the period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013 after October 18, 2018. Claims for payment of such dividend should, therefore be lodged with the Company immediately. Further, pursuant to Section 124 (6) of the Companies Act, 2013 ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as notified and amended from time to time (collectively referred as "IEPF Rules"), shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall liable to be transferred to IEPF Authority. You are therefore requested to claim unclaimed dividend for the financial year ended March 31, 2011 onwards. The Final Dividend for the Financial Year 2010-2011 is due to be transferred to the IEPF immediately after October 18, 2018. In case valid claim is not received by that date, the Company will also proceed to transfer the respective shares to the Demat Account of the IEPF Authority ('IEPF Account') in terms of the said IEPF Rules.

- (c) The unclaimed Final Dividend for the year 2009-2010 and prior to that has already been transferred to the Investor Education and Protection Funds (IEPF), as required under Section 124(5) of the said Act. The due dates on which unclaimed dividends lying in the unpaid dividend accounts of the Company would be credited to the IEPF are stated in Corporate Governance Report. Members are requested to take note of this and contact the Secretarial Department of the Company for encashing the unclaimed dividends (if any) standing to the credit of their account.

Dividend and corresponding shares, as stated in points 4 (b), once transferred to IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules. Mr. Binu Thomas, Company Secretary is the Nodal Officer of the Company for the purpose of verification of such claims.

- (d) The Securities and Exchange Board of India (SEBI) has directed Companies through their Registrar and Share Transfer Agent (RTA) to collect and update the Permanent Account Number (PAN) and bank account details of Shareholders holding in physical form. Accordingly, such shareholders are requested to submit their PAN and bank account details to Linktime India Pvt. Ltd., RTA of the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card to the RTA.

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members may contact the Company or Company's Registrar and Share Transfer Agent - Link Intime India Private Limited for the same. Members holding shares in physical form are further requested to note that in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from December 5, 2018, the requests for effecting the transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository.

5. All documents referred to in the Notice and the Statement pursuant to section 102 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company between 11. 00 AM and 1.00 P.M. on all working days (except Saturdays) up to the date of the Annual General Meeting.
6. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be restricted by Attendance Slip. Members are requested to write their Client ID and DP ID numbers / Folio Number (as applicable) on the Attendance slip, affix their signature and hand it over at the entrance hall.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
9. Members holding shares in electronic form are advised to send their request for the change of address, Bank particulars, Residential status or request for transmission of shares etc. to their Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any such requests received directly from the members holding shares in electronic form. Members holding shares in physical form are advised to send such request to Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. Phone: 0422-2314792. Email id: coimbatore@linkintime.co.in
10. a) Notice of the AGM along with Annual Report 2017-18 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. The members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.
b) The details of Directors of the Company seeking reappointment / continuation along with the route map of venue to the AGM is annexed with the notice.
11. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to the Members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting facility. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.

The facility for voting through ballot paper shall also be made available at the AGM. Members attending the meeting and who have not cast their vote by remote e-voting, may exercise their right to vote at the AGM.

Members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again at the AGM.



The voting right of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on Wednesday, September 19, 2018 ("cut-off date").

Any person, who acquires the share(s) of the Company and becomes a Member of the Company after the dispatch of this Notice of AGM and holds the share(s) as on the cut-off date also cast their vote through remote e-voting facility or at the AGM. The process and instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 23, 2018 (9.00 AM) and ends on September 25, 2018 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Harrisons Malayalam Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be

downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

12. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
13. A Copy of this Notice has been placed on the website of the Company and the website of CDSL and also on the website of stock exchanges namely BSE Ltd. and NSE India Ltd.
14. The Company has appointed Mr. M. D. Selvaraj, Practicing Company Secretary (CP. 411), MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Whole Time Director or a person authorized by him in writing who shall counter sign the same.
16. The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.harrisonsmalayalam.com and on the website of CDSL immediately after their declaration within 48 hours from the conclusion of Annual General Meeting. The Results shall also be communicated to the stock exchanges where shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE FORTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 26TH SEPTEMBER, 2018

Item No. 4

On May 9, 2018, SEBI has notified amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') in order to implement the recommendations made by the Committee on Corporate Governance under the Chairmanship of Mr. Uday Kotak whereby, inter alia, in Regulation 17 of the SEBI (LODR) Regulations, new sub-regulation (1A) was inserted, as follows, which shall come into force from April 1, 2019

No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion, shall indicate the justification for appointing such a person.

Members are informed that Mr. Golam Momen, who was appointed as a Non-Executive Independent Director by the Members vide special resolution passed at the 37th Annual General Meeting of the Company held on September 26, 2014 for a term of five years i.e. from the conclusion of the 37th Annual General Meeting of the Company upto the conclusion of the 42nd Annual General Meeting of the Company to be held in the calendar year 2019, has already attained the age of seventy five years.

In view of the aforesaid amendment to SEBI LODR Regulations, it is proposed to seek approval of the Members vide Special Resolution at the ensuing Annual General Meeting, for the continuance of Mr. Golam Momen who has already attained the Specified age, as a Non-Executive Independent Director of the Company, upto the expiry of his present term. A justification note for continuance of directorship of Mr. Golam Momen, for the consideration of the Members, which was also placed before the Nomination and Remuneration Committee and Board is appended below.

The Company has received a declaration from Mr. Golam Momen at the start of this financial year that he meets with the criteria of independence as specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the same was noted by the Board at their meeting held on May 25, 2018.



Mr. Golam Momen

Mr. Golam Momen (85) B.A., has rich and varied experience in the Tea Industry.

Mr. Momen holds 560 shares in the Company.

Considering the long standing experience and contribution of Mr. Golam Momen, his continuance on the Board, as a Non-Executive Independent Director, would be in the interest of the Company. The Nomination and Remuneration Committee has recommended the said proposal to Board and the Board at its meeting held on Aug. 10, 2018 has considered and recommended the passing of the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company. The brief profile of Mr. G. Momen is provided separately in the notice.

The Members of the Company are requested to accord their approval to the continuance of Directorship of Mr. Golam Momen vide special resolution. None of the Directors, Key Managerial Persons (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 4 of this Notice except Mr. Golam Momen, to the extent of his shareholding in the Company.

Item No. 5

On May 9, 2018, SEBI has notified amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') in order to implement the recommendations made by the Committee on Corporate Governance under the Chairmanship of Mr. Uday Kotak whereby, inter alia, in Regulation 17 of the SEBI (LODR) Regulations, new sub-regulation (1A) was inserted, as follows, which shall come into force from April 1, 2019

No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion, shall indicate the justification for appointing such a person.

Members are informed that Mr. J.M. Kothary, who was appointed as a Non-Executive Independent Director by the Members vide special resolution passed at the 37th Annual General Meeting of the Company held on September 26, 2014 for a term of five years i.e. from the conclusion of the 37th Annual General Meeting of the Company upto the conclusion of the 42nd Annual General Meeting of the Company to be held in the calendar year 2019, has already attained the age of seventy five years.

In view of the aforesaid amendment to SEBI LODR Regulations, it is proposed to seek approval of the Members vide special resolution at the ensuing Annual General Meeting, for the continuance of Mr. J.M. Kothary who has already attained the specified age, as a Non-Executive Independent Director of the Company, upto the expiry of his present term. A justification note for continuance of directorship of Mr. J.M. Kothary, for the consideration of the Members which was also placed before the Nomination and Remuneration Committee and Board is appended below.

The Company has received a declaration from Mr. J.M. Kothary at the start of this financial year that he meets with the criteria of independence as specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the same was noted by the Board at their meeting held on May 25, 2018.

Mr. J. M Kothary

Mr. Kothary (84) is a Graduate in Commerce and also holds a Degree in Law.

Mr. Kothary does not hold any shares in the company.

Considering the long standing experience and contribution of Mr. JM Kothary his continuance on the Board, after attaining the age of eighty four years, as a Non-Executive Independent Director, would be in the interest of the Company. The Nomination and Remuneration Committee has recommended the said proposal to Board and the Board at its meeting held on Aug. 10, 2018 has considered and recommended the passing of the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

The Members of the Company are requested to accord their approval to the continuance of Directorship of Mr. J.M. Kothary vide special resolution. None of the Directors, Key Managerial Persons (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 5 of this Notice except Mr. J.M. Kothary.

Item No.6 – Re-appointment of Mr. V Venugopal, Manager

The Board of Directors at its meeting held on May 25, 2018 have reappointed Mr. V Venugopal (Vice President – Legal) of the Company as Manager of the Company for a period of 1 year w.e.f August 14, 2018 to August 13, 2019. The appointment of Mr. V Venugopal as Manager of the Company and the remuneration payable to him for his services to be rendered as Manager during the period has been recommended by the Nomination and Remuneration Committee. The appointment is within the meaning of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 and also read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the shareholders in the general meeting. The terms and conditions pertaining to his appointment and remuneration payable to him as recommended by the NRC is as detailed below.

1. Period

Appointment of Mr. V. Venugopal as Manager is for a period of 1 year from August 14, 2018 to August 13, 2019.

2. Salary

- Salary & Allowance Not exceeding ₹48,00,000 per annum
- Performance Bonus Not exceeding ₹ 12,00,000 per annum as may be decided by the Board of Directors based on performance

3. Perquisites:

- House rent allowance:- Not exceeding ₹ 4,00,000 per annum
- Medical expenses incurred by Mr. V. Venugopal for self and family shall be reimbursed by the Company subject to a limit of ₹ 15,000 per annum.
- Leave travel concession for self and family will be allowed once in a year as per rules of the Company subject to a maximum limit of ₹ 3,00,000 per annum.
- Personal Accident Insurance – Up to ₹ 15,000 per annum.
- Provision for car with driver and telephone at residence for use of Company's business will not be considered as perquisites. Personal long distance calls and use of car for private purposes shall however be billed by the Company to Mr. V. Venugopal.

4. In addition to the above, the Manager shall be eligible for the following perquisites, the value of which shall not be considered for computation of the aggregate remuneration.

- Company contribution to Provident Fund, Superannuation or Annuity Fund.
- Gratuity as per Company rules.
- Encashment of unavailed leave at the end of the tenure as per Company policy.

The draft of the Agreement proposed to be entered into by the Company with Mr. V Venugopal is available for inspection by the members at the Registered Office of the Company on any working day (excluding Saturdays) between 11.00 AM and 1.00 PM, up to the date of the Annual General Meeting.

The General Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is furnished below.

1. GENERAL INFORMATION

- Nature of Industry : Plantation Industry (Tea & Rubber)
- Date or expected date of commencement of commercial production:
It is an established Company. Certificate of Commencement of Business was issued by the Registrar of Companies, Kerala on June 14, 1978.
- In case of new companies, expected date of commencement of activities as per Project approved by financial institution appearing in the prospectus: NA
- Financial Performance based on indicators given below:

₹ in Lacs

Particulars	31.03.2018	31.03.2017
	Standalone	
Revenue from Operations	38331.36	36664.02
Other Income	872.65	538.41
Total Income	39204.01	37202.43
Profit / (Loss) before Tax	445.06	444.87
Loss from discontinued operations		(35.55)
Profit for the year	445.06	409.32
Re-measurement of Gains/Losses	(312.00)	(360.27)
Profit after Tax	133.06	49.05
Total Comprehensive Income	133.06	49.05
General Reserve	-	-
Proposed Dividend	-	-
Dividend Tax	-	-
Balance carried forward	133.06	49.05

- Foreign investment or collaboration if any - NIL

2. INFORMATION ABOUT MR. V VENUGOPAL

Mr. V Venugopal, Vice President Legal has been with Harrisons Malayalam Limited since 1984. He graduated in Science and obtained a degree in law thereafter. He has a rich experience in legal matters and is considered an expert in land laws, especially those relating to Kerala / Tamil Nadu and is experienced in handling land / corporate legal matters and related litigations. He was appointed as the Manager of the



Company for a period of 3 years from August 14, 2015 to August 13, 2018. He has been with the Company for over 33 years and is well acquainted with the plantation operations.

Prior to joining the Company, Mr. Venugopal was a practicing lawyer in the lower Courts at Cochin and the High Court of Kerala for over four years. He has also been the Legal Advisor of prominent bodies in Plantation business and has been a member in various committees of these organizations.

Past remuneration:

During the financial year 2017-18, Mr. V Venugopal was paid a remuneration of ₹ 52.30 lakhs the breakup of which is as under:

₹ in lacs

Basic Salary	Other allowance	Perquisites	Retirement Benefits	Total
24.04	21.17	0.60	6.49	52.30

Recognition and awards: Nil

Remuneration proposed: As mentioned above

Size and Nature of Industry:

The Company's core business is Plantations in Tea and Rubber. It is the single largest producer of Natural Rubber in India and second largest Tea Plantation in South India. The Company owns 24 Estates in Kerala and Tamil Nadu put together and has a labour strength of approximately 10500 employees as on 31st March 2018.

The Company has a paid up capital of ₹18.45 Crores and is listed in the BSE Ltd. and National Stock Exchange of India Ltd. with approximately 26000 Shareholders.

Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr. V Venugopal, Manager is in line with other similar companies.

Pecuniary Relationship:

The Company had not entered into any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company.

1. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The company operates in tea and Rubber. Tea and Rubber industry is passing through a difficult phase. Cost of inputs have gone up considerably without any corresponding increase in sale, price due to factors beyond the control of the management.

2. Steps taken or proposed to be taken for improvement:

The company is taking continuous steps for improvement in quality of tea and rubber products. Cost control measures have been initiated at gardens and rubber units. These measures should help in better price realisation of tea and improvement in efficiency of rubber units.

3. Expected increase in productivity and profits in measurable terms:

All the company's gardens are producing quality teas. The Company's gardens are included amongst the top gardens in the areas of their operation. The yields are improving gradually with stress on quality. This should increase our profit margin substantially.

Mr V. Venugopal has no pecuniary relationship with the Company other than his remuneration as Manager of the Company.

Item No. 7 – Ratification of Cost Auditors Remuneration

The Board of Directors on the recommendation of the Audit Committee had approved the appointment and remuneration of M/s. Shome & Banerjee, Cost Accountants as the Cost Auditor to conduct the audit of cost record of the Company for the financial year ending March 31, 2019. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly consent of the members is sought for passing an ordinary resolution as set out in Item No. 7 of the notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for the approval of the shareholders

By Order of the Board of Directors

Kochi
August 10, 2018

Binu Thomas
Company Secretary

Details of Directors seeking reappointment/continuation of Directorship pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clauses 1.2.5 of Secretarial Standards on General Meetings are as follows:

Name of Director	Date of Birth and Age	Date of first appointment on the Board	Qualification	Expertise in specific functional area	Directorships in other listed companies	Memberships of Committees in other listed Companies (includes only Audit & Stakeholders Committee)	No. of shares held in the Company	Relationship with other Directors and KMP
Golam Momen	06.06.1933 85 years	22.09.2003	B.A.	Vast experience in Tea Industry	Baghmari Tea Co. Ltd.	-	560	Nil
					Kanco Tea & Industries Ltd.	Investor Grievance		
					The Scottish Assam (India) Ltd.	Audit Committee		
					Williamson Magor & Co. Ltd.			
					Bengal Tea and Fabrics Ltd.	Audit Committee		
J.M. Kothary	08.05.1934 84 years	30.05.2013	B.Com, LLB, MBA	Extensive Experience in Managing Industrial and Marketing Enterprise	The Indian Card Clothing Co. Ltd.	Audit Committee Stakeholder Relationship Committee	Nil	Nil
P. Rajagopalan	15.10.1946 71 years	30.05.2013	PDGBA	Vast experience in Mangement	Nil	Nil	Nil	Nil



HARRISONS MALAYALAM LIMITED

CIN:L01119KL1978PLC002947

Regd Office: 24/1624, Bristow Road, Willingdon Island, Cochin – 682003

e-mail: hmlcorp@harrisonsmalayalam.com Website: www.harrisonsmalayalam.com

Phone: 0484-2668023 Fax: 0484-2668024

ATTENDANCE SLIP

41 ST ANNUAL GENERAL MEETING	
Folio No. / DP ID and Client ID	:
Name and address of the Shareholder (s)	:

I/We hereby record my/our presence at the 41st Annual General Meeting of the Company being held on Wednesday, the 26th September, 2018 at 11.00 a.m. at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016.

Member's Folio/DPID-Client ID No. Member's /Proxy's name in Block Letters Member's/Proxy's Signature

Note: Members/Proxies are requested to bring their attendance slip along with them.

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Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the AGM Notice before exercising

EVS (Electronic Voting Sequence Number)	*Default PAN/Sequence No.
180830015	

*Those who have not registered their PAN may use Default PAN

HARRISONS MALAYALAM LIMITED

CIN:L01119KL1978PLC002947

Regd Office: 24/1624, Bristow Road, Willingdon Island, Cochin – 682003

Email:hmlcorp@harrisonsmalayalam.com Website: www.harrisonsmalayalam.com Phone:0484-2668023 Fax:0484-2668024

PROXY FORM

(Form No. MGT – 11)

[Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

E-mail ID:

Folio No./DP ID and Client ID

Name and Address of the Shareholder(s)

I/We, being the member(s) holding shares of the above named company, hereby appoint

(1) Name Address.....

Email-id..... Signature..... or failing him/her

(2) Name Address.....

Email-id..... Signature..... or failing him/her

(3) Name Address.....

Email-id..... Signature..... or failing him/her

As my / our Proxy to attend and vote (on a Poll) for me / us on my /our behalf at the 41st Annual General Meeting of the Company to be held on Wednesday, the 26th day of September, 2018 at 11.00 a.m. at Kerala Fine Arts hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
Ordinary Business	
1	Adoption of audited financial statements including Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Directors and Auditors thereon.
2	Appointment of a Director in place of Mr. P. Rajagopalan (DIN 02817068) who retires by rotation and being eligible offers himself for re-appointment
3	Appointment of Auditors and fix their remuneration.
Special Business	
4	Continuance of Directorship of Mr. Golam Momen (DIN:00402662) Independent Director of the Company.
5.	Continuance of Directorship of Mr. J.M. Kothary (DIN: 00015254) Independent Director of the Company.
6	Re-Appointment and payment of remuneration to Mr. V. Venugopal, Manager of the Company
7.	Ratification of Cost Auditors remuneration for financial year 2018-19.

Signed this _____ day of September 2018

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory statement and Notes, please refer to the Notice of the Forty First Annual General Meeting.
3. A shareholder may vote either for or against this resolutions.

Route Map of AGM Venue

