



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

15th March, 2019

<p>The Secretary Bombay Stock Exchange Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort Mumbai - 400 001 Symbol: 500467</p>	<p>The Secretary National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 Symbol: HARRMALAYA</p>
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Dear Sirs,

Sub: Dispatch of Postal Ballot Notice

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that dispatch of the Postal Ballot Notice, Postal Ballot Form and pre-paid Business Reply Envelope has been completed on March 15, 2019. The same have been sent to the members of the Company whose names appear in the Register of Members or the Register of Beneficial owners maintained by the depositories as of Friday, March 08, 2019 (Cut-off date) seeking their approval through Postal Ballot as per the requirements of Section 110 of the Companies Act, 2013 read with the Rules made thereunder.

The Company has engaged the services of CDSL (India) Private Limited for providing e-voting facility. E-voting period commences on Sunday, March 17, 2019 at 9.00 a.m. and ends on Monday, April 15, 2019 at 5.00 p.m. The result of Postal Ballot will be announced on or before 5.00 P.M. Wednesday, April 17, 2019.

A Copy of Notice of Postal Ballot and Postal Ballot Form are enclosed. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company at www.harrisonsmalayalam.com.

This is for your kind information and records.

Yours faithfully,

For **HARRISONS MALAYALAM LIMITED**

BINU THOMAS

Company Secretary



Harrisons Malayalam Limited

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POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the members of Harrisons Malayalam Limited (“the Company”), for seeking consent of members of the Company for transacting the special business by passing the following resolutions through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for time being in force):

Resolution No – 1 Appointment of Mr. Cherian Manamel George as Director

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

“**RESOLVED THAT** Mr. Cherian Manamel George (DIN: 07916123),who was appointed by the Board of Directors as an Additional Director of the Company effective from February 13, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 93 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

Resolution No. 2 Appointment and Payment of Remuneration to Mr. Cherian Manamel George, Whole Time Director

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, 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 hereby approves and confirms the appointment of Mr. Cherian Manamel George (DIN 07916123) as Whole Time Director of the Company for a period of 3 years from February 13, 2019, to February 12, 2022.”

“**RESOLVED FURTHER THAT** for his services rendered as Whole Time Director of the Company, Mr. Cherian Manamel George be paid remuneration, as set out in the Explanatory Statement annexed to the notice and subject to the terms and conditions of the agreement proposed to be entered into between the Company and Mr. Cherian Manamel George.

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.

Resolution No. 3 Appointment of Mr. Padmanabhapanicker Rajagopalan as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. Padmanabhapanicker Rajagopalan (DIN: 02817068) who meets the criteria for independence as provided in Section 149(6) of the Act and as per regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, who has submitted a declaration to that effect, a Non-Executive director of the Company, whose period of office, was liable to determine by retirement of Directors by rotation prior to his appointment as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years with effect from February 13 2019 up to February 12, 2024.”

Resolution No. 4 Appointment of Ms.Kusum Dadoo as an Independent Director

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

“RESOLVED THAT Ms.Kusum Dadoo (DIN: 06967827), who was appointed by the Board of Directors as an Additional Director of the Company effective February 13, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 93 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Ms.Kusum Dadoo, who meets the criteria for independence as provided in Section 149(6) of the Act and as per regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from February 13, 2019 to February 12, 2024.”

Date: 13.02.2019

Place: Kochi

By Order of the Board of Directors
Binu Thomas
Company Secretary

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning above items of business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on Friday, March 08, 2019. A person who is not a member on Friday, March 08, 2019 i.e., the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. The Board of Directors have appointed Mr. P Sivakumar Partner, M/s. SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its members to enable them to cast their votes on the resolution electronically.
Kindly note that the members can opt for only one mode of voting, i.e. either by physical postal ballot or by e - voting. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. In case members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid. Central Depository Services (India) Limited will be facilitating e-voting to enable the members to cast their votes electronically through their e-voting platform.
5. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (FOR) or dissent (AGAINST) and signed by the members should be returned in the enclosed self addressed postage prepaid reply envelope directly to the Scrutiniser so as to reach the Scrutiniser not later than 5.00 P.M. on Monday, April 15, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutiniser will submit his report to a Director or any authorized person of the Company after completion of the scrutiny on or before Wednesday, April 17, 2019 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Wednesday April 17, 2019 at the Registered Office by placing it along with the Scrutiniser's report on the notice board at the registered office of the Company at 24/1624 Bristow Road, Willingdon Island Cochin 682003. The results will also be made available on the Company's website, and on the website of the agency (CDSL), www.evotingindia.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited for dissemination.
6. The resolutions, if approved, shall be deemed to have been passed on the last date of receipt of duly completed postal ballot forms or e voting. i.e Monday, April 15, 2019
7. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participant(s). For

members who request for physical copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on Friday, March 08, 2019. Members can vote for their entire voting rights as per their discretion.
9. Member(s) can cast their vote electronically **from 9 A.M. on Sunday March 17, 2019 to 5.00 P.M. on Monday, April 15, 2019**. The e-voting module shall be disabled by CDSL for voting thereafter.
10. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and Instructions for the same are as follows:

The instructions for members for voting electronically are as under: -

- i. The voting period begins on **Sunday, March 17, 2019 at 9.00 AM and ends on Monday April 15, 2019 at 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 (record date) of **Friday, March 8, 2019** 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 / Members
- iv. Now enter your User ID
 - a. For NSDL: Your User ID is 8 Character DPID followed by 8 Digit Client ID
 - b. For CDSL: Your User ID is 16 Digit Beneficiary 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 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Ballot Form indicated in the PAN field.
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio . <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank details in order to login. If 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 to choose **Harrisons Malayalam Limited** 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same 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 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.

- xix. 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.

The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name – Mr. Rakesh Dalvi, Designation - Manager, Address - Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

11. Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) opting for physical ballot are also required to send certified true copy of the board resolution / power of attorney / authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P. M. up to Monday, April 15, 2019.
13. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Resolution No.1&2

Mr. Cherian Manamel George was appointed as an Additional Director and was also appointed as Whole Time Director subject to approval of shareholders with effect from February 13, 2019 at the Board Meeting held on 13th February 2019 based on recommendation of 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. The terms and conditions of his appointment as recommended by the Nomination and Remuneration Committee is as set out below.

1. **Period :** Three years from February 13, 2019 to February 12, 2022.
2. **Remuneration**
 - a) Basic Salary : Not exceeding Rs 20,00,000 per annum
 - b) Allowance : Not exceeding Rs.27,00,000 per annum
 - c) Performance Bonus : Not exceeding Rs.15,00,000 per annum as may be decided by the Board of Directors based on performance
3. **Perquisites:** Medical expenses reimbursement for self and family will be in accordance with Company's policy and is limited to actuals on production of treatment bills
4. In addition to the above, the Whole Time Director shall be eligible for the following perquisites, the value of which shall not be considered for computation of the aggregate remuneration.
 - 1) Company contribution to Provident Fund, Superannuation or Annuity Fund – 27% of Basic salary.
 - 2) Gratuity – 4.81% of basic salary.
 - 3) 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. Cherian Manamel George 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 Monday, April 15, 2019.

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

1. GENERAL INFORMATION

- (i) Nature of Industry : Plantation Industry (Tea & Rubber)
- (ii) 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.
- (iii) In case of new companies, expected date of commencement of activities as per Project approved by financial institution appearing in the prospectus: NA
- (iv) Financial Performance based on indicators given below: As per Audited Financial Result for the year ended

Particulars	Rs in Lakhs		
	31.03.2018	31.03.2017	31.03.2016
	Standalone		
Revenue from Operations	38331.36	36664.02	2485.55
Other Income	872.65	538.41	316.06
Total Income	39204.01	37202.43	28801.61
Profit / (Loss) before Tax	445.06	444.87	(4523.88)
Loss from discontinued operations		(35.55)	(44.36)
Profit for the year	445.06	409.32	(4568.24)
Re-measurement of Gains/Losses	(312.00)	(360.27)	-
Profit after Tax	133.06	49.05	-

(v) Foreign investment or collaboration if any – NIL.

(vi) Other Disclosure:

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

II. INFORMATION ABOUT MR. CHERIAN MANAMEL GEORGE

1. Mr Cherian Manamel George, has done BA & LLB from Bangalore University and Post Graduate Diploma in Business Administration from St Josephs College, Bangalore. He has 23 years of experience with Harrisons Malayalam Ltd (HML) and has deep knowledge in Plantation Business and allied Business. Mr. George Joined HML in 1995 as Asst. Manager in Tea Estates and moved on to Setting up of a new Vertical - Bought Leaf Operations in 2000. In 2006 he was moved to head office to be part of HR & IR team and later became General Manager HR in

2010. In 2015 he took responsibility of Tea Sales & Marketing and in 2016 became the Vice President, Tea Division of SBU –B. He was Elevated as Business Head of SBU –B with (both Tea & Rubber Business) in April 2018. Currently he is Vice Chairman, Tea Trade Association of Cochin, Executive Committee Member, Association of Planters of Kerala and United Planters Association of South India, Member of Minimum Wages advisory board of Kerala and Member of Plantation Labour Committee, Kerala, Advisory board Member of Xavier School of Sustainability, Bhubneshwar.

2. Past Remuneration: Mr.Cherian Manamel George was paid a remuneration of Rs.38,35,773 from April 2018 to February 2019 for his services rendered to the Company in the capacity of Business Head, SBU-B.

3. Recognition and Awards: Nil

4.Job Profile and Suitability -- Mr. Cherian Manamel George has been entrusted with the responsibilities to manage the affairs of the Company on a day to day basis. With his experience in plantations, he has gained considerable expertise in managing the plantations business.

5.Remuneration Proposed-As detailed above in explanatory statement

6.Comparative Remuneration Profile with respect to Industry, size of Company, profile of the Position and Person:

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 March 31, 2018.

The Company has a paid up capital of Rs18.45 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. Cherian Manamel George, Whole Time Director is in line with other similar companies.

The Board recommends the ordinary resolution placed at no.1 & special resolution at no.2 for your approval. None of the Directors except Mr. Cherian Manamel George, is interested in the above resolution. None of the other Key Managerial Personnel or their relatives is interested in the resolution. Mr. Cherian Manamel George does not hold any equity shares in the Company.

7.Pecuniary Relationship:

Except the payment of remuneration for his service as Whole Time Director as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with any managerial personnel of the Company.

III. 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 with focus on quality. This should increase our profit margin substantially.

IV There is no severance fee or stock option available to him

Resolution No. 3

The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Mr. Padmanabhapanicker Rajagopalan for the office of Director. The Board of Directors (“Board”), upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Padmanabhapanicker Rajagopalan as an Independent Director of the Company, not liable to retire by rotation, effective from February 13, 2019. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Mr. Padmanabhapanicker Rajagopalan for the office of Director. The Company has received from Mr. Padmanabhapanicker Rajagopalan (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the

effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Padmanabhapanicker Rajagopalan as an Independent Director of the Company for a period commencing from February 13, 2019 to February 12, 2024. Mr. Padmanabhapanicker Rajagopalan, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr. Padmanabhapanicker Rajagopalan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Padmanabhapanicker Rajagopalan as an Independent Director setting out the terms and conditions is available for inspection without any fee payable 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 Monday, April 15, 2019.

The profile and details regarding Mr. Padmanabhapanicker Rajagopalan are provided as annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Padmanabhapanicker Rajagopalan, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

Resolution no.4

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Ms.Kusum Dadoo as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective February 13, 2019. Pursuant to the provisions of Section 161 of the Act and Article 93 of the Articles of Association of the Company, Ms.Kusum Dadoo will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Ms.Kusum Dadoo for the office of Director. The Company has received from Ms.Kusum Dadoo (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies(Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and(iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Ms.Kusum Dadoo as an Independent Director of the Company for a period commencing from February 13, 2019 to February 12, 2024. Ms.Kusum Dadoo, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Ms.Kusum Dadoo is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Ms.Kusum Dadoo as an Independent Director setting out the terms and conditions is available for inspection without any fee payable 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 Monday, April 15, 2019.

The profile and details regarding of Ms.Kusum Dadoo are provided as annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms.Kusum Dadoo, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Date: 13.02.2019

Place: Kochi

By Order of the Board of Directors
Binu Thomas
Company Secretary

Details of Directors seeking appointment are as follows:

Name of Director	Date of Birth and Age	Date of First Appointment on Board	Qualification	Experience	Directorships held in other companies	Memberships/ Chairmanships of committees across other companies	No of shares held in Company	Relationship with other Directors and KMP	No of Board Meeting Attended during the year
Cherian Manamel George (DIN:07916123)	18.01.1969 50 Years	13.02.2019	B.A & L.L.B PGDDBA	Mr Cherian Manamel George has over 23 years of experience with Harrison's Malayalam Ltd (HML) and has deep knowledge in Plantation Business and allied businesses.	1.Harmony Plantations Limited 2.Enchanting Plantations Limited 3.Malayalam Plantations Limited 4.Tea Trade Association of Cochin 5.The Association of Planters of Kerala	NIL	NIL	NIL	1
Padmanabhapanicker Rajagopal (DIN:02817068)	15.10.1946 72 Years	30.05.2013	M.Sc, PGDDBA	Mr. Padmanabha Panicker Rajagopalan is a post graduate in Science and hold a PGDDBA from IIMA. He has over 45 years in various capacities. He was the former President of Harrison's Malayalam Limited and was the President of Spencer Travels Services Ltd. from 2009 to 2014. Prior to joining HML, he was the President of South Asia Tyres Ltd.	1.Spencer and Company Limited	NIL	NIL	NIL	4
Kusum Dadoo (DIN:06967827)	02.01.1953 66 Years	13.02.2019	B.Sc, LLB	Ms. Kusum Dadoo is a Science Graduate from Bethune College and a Law Graduate from Calcutta University. Ms. Kusum Dadoo has done attorneyship from Calcutta High Court. She is associated with Khaitan & Co. Advocates, one of the leading firms of India, for over 38 years having expertise in Real Estate, Banking and Finance.	1.Bhivani Vansapati Limited 2.Philips Carbon Black Limited 3.GKW Limited 4.The Standard Batteries Limited 5.Dhanuwal Infrastructure Limited 6.Spen Liq Private Limited 7.Stel Holdings Limited	Member in Stakeholders Relationship Committee-Philips Carbon Black Ltd, Harrison's Malayalam Ltd Independent Directors Committee, Nomination and Remuneration Committee, Carbon in Phillips Carbon Black Ltd Nomination and Remuneration & Audit Committee-The Standard Batteries Ltd,Audit Committee Harrison's Malayalam Ltd, & Stel Holdings Ltd	NIL	NIL	1

INSTRUCTIONS

1. A Member desirous of exercising her / his / their vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, in the enclosed self-addressed Prepaid Business Reply Envelope address to the Scrutinizer by post. Postage will be borne and paid by Company. However the envelope containing the postal ballot form, if deposited in person or sent by courier at the expense of shareholder, will also be accepted.
Mr. P. SIVAKUMAR., MCom, FICWA, FCS, CMA Partner - SVJS & Associates Company Secretaries, Scrutinizer C/o. Harrisons Malayalam Limited 24/1624, Bristow Road, Willingdon Island P.O., Cochin - 682 003.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in her/his absence, by the next named Member.
4. Postal Ballot Forms with following deficiencies will be rejected:
 - a. A form other than this form issued by the Company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the Postal Ballot Form does not match the specimen signatures with the Company;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - h. The Postal Ballot Form, signed in representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and Member has made any amendment to the Resolution or imposed any condition while exercising her / his vote.
5. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
6. The postal ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. On Monday, April 15, 2019. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to a Director or any authorized person of the Company after completion of the scrutiny on or before Wednesday, April 17, 2019 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Wednesday, April 17, 2019 at the Registered Office and Corporate Office of the Company by placing it along with the Scrutinizer's report on its notice board, Company's website <https://www.harrisonsmalayalam.com> and on the website of the agency (CDSL), www.evotingindia.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. In case of Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly Authorized Signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the company / Link Intime India Private Limited).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 08, 2019 will be considered for the purpose of voting. A person who is not a Member as on Friday, March 08, 2019 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, March 08, 2019.
11. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form / request for a duplicate Postal Ballot Form or for any query related thereto, the Members may contact the M/s. Link Intime India Pvt. Ltd, Surya, 35, Mayflower Avenue Sowripalayam Road, Coimbatore - 641 028, Tel No: 0422-2314792, Email Id: coimbatore@linkintime.co.in or cs@harrisonsmalayalam.com
14. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid.
15. 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. The following person shall be responsible to address grievances concerned with facility for remote e-voting: Contact Name - Mr. Rakesh Dalvi, Designation - Manager, Address - Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013. Contact No. 18002005533. Email id - helpdesk.evoting@cdslindia.com. Any queries pertaining to voting by postal ballot may also be addressed to coimbatore@linkintime.co.in or cs@harrisonsmalayalam.com
16. Members can cast their vote electronically from Sunday, March 17, 2019 from 9:00 A.M to Monday, April 15, 2019 to 5:00 P.M. The e-voting module shall be disabled by 'CDSL' for voting thereafter.
17. Voting through electronic mode: The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and instructions for the same are enclosed in the postal ballot notice.