



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

3rd January, 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>
--	---

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 January 02, 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, December 28, 2018 (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 Thursday, January 3, 2019 at 9.00 a.m. and ends on Friday, February 01, 2019 at 5.00 p.m. The result of Postal Ballot will be announced on or before 5.00 P.M. Saturday, February 02, 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

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

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.Venkitraman Anand as Director

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

“RESOLVED THAT Mr.Venkitraman Anand (DIN: 07446834) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 1, 2018, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company

“RESOLVED FURTHER THAT any one of the Director /Company Secretary, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Resolution No. 2 Appointment and payment of remuneration to Mr.Venkitraman Anand, Whole Time Director

To consider and if thought fit, to pass the following resolution as an Ordinary 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 hereby approves and confirms the appointment of Mr.Venkitraman Anand (DIN 07446834) as Whole Time Director of the Company for a period of 3 years from October 1, 2018, to September 30, 2021

“RESOLVED FURTHER THAT for his services rendered as Whole Time Director of the Company Mr.Venkitraman Anand (DIN 07446834) 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.Venkitraman Anand.

“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 and payment of remuneration to Mr.N Dharmaraj, Executive Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 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.N Dharmaraj, (DIN 00912004) as Executive Director of the Company for the period from October 1, 2018, to September 30, 2019.”

“RESOLVED FURTHER THAT for his services rendered as Executive Director of the Company, Mr.N Dharmaraj (DIN 00912004) be paid consultancy fees, 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.N Dharmaraj.”

“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. 4 Revision in remuneration of Mr. V Venugopal, Manager of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary 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 revision in remuneration of Mr. V. Venugopal as Manager of the Company with effect from August 14, 2018 to August 13, 2019 as set out in the Explanatory Statement annexed to the notice”.

“RESOLVED FURTHER THAT except for the aforesaid revision in salary all other terms and condition of his appointment as Manager of the Company as approved by the resolution passed at the Annual General Meeting of the Company held on 26th September 2018 shall remain unchanged”.

“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.

Date: 13.11.2018

Place: Kochi

By Order of the Board
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, December 28, 2018. A person who is not a member on Friday, December 28, 2018 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 Managing 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 Friday, February 1, 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 Saturday, February 2, 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 Saturday February 2, 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 Friday, February 1, 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, December 28, 2018. 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 Thursday January 3, 2019 to 5.00 P.M. on Friday, February 1, 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 Thursday January 3, 2019 at 9.00 AM and ends on Friday the February 1, 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 December 28, 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 / 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) Ÿ 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 . Ÿ 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 Harrison's 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 Friday, February 1, 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.Venkitraman Anand was appointed as the Additional Director and was also appointed as Whole Time Director subject to approval of shareholders with effect from October 1, 2018 at the Board Meeting held on the 26th September 2018 based on recommendation of Nomination and Remuneration Committee and Audit 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 and Audit Committee are as set out below.

1. **Period :** Three years from October 1, 2018 to September 30, 2021.
2. **Remuneration**
 - a) Basic Salary : Not exceeding Rs 44,00,000 per annum
 - b) Allowance : Not exceeding Rs.52,00,000 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:** Medi-claim insurance
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. Venkitraman Anand 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 Friday, February 1, 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 Rs in Lakhs

Particulars	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.

II. INFORMATION ABOUT MR.VENKITRAMAN ANAND

1.Mr.Venkitraman Anand with a work experience of over 34 years in diverse business & functional areas is a Commerce Graduate and has successfully completed the Business Leadership Programme conducted by the Murugappa group in partnership with Indian Institute of Management, Bangalore.

After starting his career with Rungamattee Tea & Industries Limited and working there for around 12 years he joined Parry Agro Industries Limited the plantation arm of the Murugappa group and worked with them for around 17 years. In his tenure with Parry Agro Industries Limited he had a high performance career growth from Manager (Business Coordination) to a SBU Head.

Throughout his career he has demonstrated expertise in overcoming existing deficiencies in employee, customer dissatisfaction, production, operations, and financial issues through effective turnaround management practices, resulting in the achievement of long and short term goals. Other areas of accomplishments include his outstanding abilities in implementing best practices and quality assurance, improving the quality management system, creating tracking systems, and implementing safety & operations processes.

2. Past Remuneration: Not Applicable

3. Recognition and Awards: Nil

4.Job Profile and Suitability - Mr.Venkitraman Anand has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis. With his experience in diverse field, 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. Venkitraman Anand, Whole Time Director is in line with other similar companies.

The Board recommends the Ordinary Resolution No.1 & 2 for your approval. None of the Directors except Mr.Venkitraman Anand, is interested in the above resolution. None of the other Key Managerial Personnel or their relatives is interested in the resolution Mr.Venkitraman Anand does not hold any equity shares in the Company.

Pecuniary Relationship:

Excepting 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– Appointment and payment of remuneration to Mr. N Dharmaraj, Executive Director

The Board noted that Mr. N Dharmaraj's tenure as Whole Time Director of the Company expired on September 30, 2018. Considering his vast knowledge & experience in the plantations, the Board felt that his continued association as a Director would benefit the Company.Hence the Board at its meeting held on September 26,2018 based on recommendation of the Nomination and Remuneration Committee and Audit

Committee has designated Mr. N. Dharmaraj as Executive Director on the terms and conditions stated below subject to the approval of the shareholders.

The appointment is within the meaning of Sections 196, 197, 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 the Nomination and Remuneration Committee and Audit Committee are as set out below.

1. Designation: Executive Director
2. Period : From October 1, 2018 to September 30, 2019
3. Consultancy Fee: Consolidated pay not exceeding Rs 115 lakhs(excluding service tax)
4. Perquisites:Medical expenses incurred by Mr. N Dharmaraj for self and family shall be reimbursed by the Company subject to a limit of Rs.15,000 per annum.

He shall not be entitled to any retirement benefits of the Company.

The draft of the Agreement proposed to be entered into by the Company with Mr. N. Dharmaraj 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 - Friday, February 1, 2018

None of the Directors except Mr.N Dharmaraj is interested in the above resolution. None of the other Key Managerial Personnel or their relatives is interested in the resolution Mr.N Dharmaraj does not hold any equity shares in the Company. The resolution is recommended by the board to the members for approval.

I. The General Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is same as mentioned above for resolution 2.

II Information About Mr. N. Dharmaraj

1.Mr. N. Dharmaraj, Graduate in Agriculture Science, has over 42 years of experience managing plantations. He started his career managing Tea Plantations and factories in South India with Tea Estates India Ltd. (part of Brooke Bond Group) and Doom Dooma Tea estates in Assam (part of Hindustan Lever Plantations).

He has worked with the Unilever Plantations and Plant Science Group with Head Quarters in UK, supporting supply chain integration, among other things. He joined as Vice President, Plantations in charge of the tea business of Harrisons Malayalam Limited in September 1999. In 2010, he joined the Agri-business vertical of Shapoorji Pallonji as Chief Executive Officer. After a short stint of one year, Mr. N. Dharmaraj returned to Harrisons Malayalam Limited to head the plantations business identified to RP-SG Group.

He was the past president of United Planters Association of Southern India. He is currently a member of Tea Council of South India constituted by the Tea Board.

2. Past remuneration:

For the period 2017-18, Mr. N. Dharmaraj was paid consolidated salary of Rs 91.04 lakhs (excluding service tax) for his services rendered as whole time Director. He was not entitled to any retirement benefits by virtue of not being an employee of the Company.

3. Recognition and awards:

Mr. N. Dharmaraj is an Industry veteran and has been involved in number of industrial associations. He was a member of Tea Board of India and the founding Convener of Golden Leaf India Awards (TGLIA) which is the first ever structured Tea competition in the world.

4. Job Profile and Suitability - Mr.N Dharmaraj has been entrusted with the responsibilities to help the management in plantation business as he possess 42 years of experience in plantations.

5. Remuneration Proposed-As detailed above in the explanatory statement

6.Comparative remuneration profile with respect to Industry, size of company ,profile of the position and person:

Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr N Dharmaraj Executive Director is in line with other similar companies.

7.Pecuniary Relationship:

Excepting the payment of remuneration for his service as Executive Director as detailed hereinabove, he has no other pecuniary

relationship with the Company or any relationship with the managerial personnel of the Company.

Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr.N Dharamaraj Executive Director is in line with other similar companies.

The Board recommends the Ordinary Resolutions at point no.3 for your approval. Except Mr.N Dharamaraj none of the other Directors or Key Managerial Personnel and their relatives are interested or concerned in the aforesaid resolutions.

III. Other Information:

The reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and the expected increase in productivity and profits in measurable terms and other disclosures IV are same as given in the Explanatory Statement for resolution 2 above

Resolution No.4

Mr V Venugopal was reappointed as Manager of the Company at the Annual General Meeting of the Company held on September 26, 2018 for a period of 1 year w.e.f August 14,2018 to August 13, 2019 on a remuneration as given below. Prior to this he was reappointed for a term of 3 years at the Annual General held on September 28, 2015. Since then there have been no increase in his salary. In view of his continued association and contribution to the Company the Board at its meeting held on November 13, 2018 have revised his remuneration with effect from August 14,2018 to August 13, 2019 as given below as recommended by the Nomination and Remuneration Committee and Audit Committee subject to approval of shareholders. Except for the revision in salary as detailed below, all other terms and condition of his appointment as Manager of the Company as approved by the resolution passed at the Annual General Meeting of the Company held on September 26, 2018 will remain unchanged.

Sl. No.	Particulars	Amount approved by the members in the AGM held on September 26, 2018	Revised amount for approval of the members
1	PERIOD	Aug 14, 2018-Aug 13 2019	Aug 14, 2018-Aug13, 2019
2	SALARY		
a	Salary & Allowances	Not exceeding Rs 55 lakhs p.a.	Not exceeding Rs 60 lakhs p.a
b	Performance Bonus	Not exceeding Rs 12 lakhs p.a. as may be decided by the Board of Directors based on performance	Not exceeding Rs 18 lakhs p.a. as may be decided by the Board of Directors based on performance
3	PERQUISITES		
a	Car with driver and telephone at residence	Not considered as perquisite if used for Company's business. Personal long distance calls and use of car private purposes shall be billed to Shri. Venugopal	Nil
PERQUISITES WHICH CONTINUE WITHOUT ANY CHANGE			
i	Medical expense reimbursement	Maximum limit of Rs 15000 p.a.	Maximum limit of Rs 15000 p.a.
ii	Personal Accident Insurance	Premium up to Rs 15000 p.a.	Premium up to Rs 15000 p.a.
4	RETIRALS WHICH CONTINUE WITHOUT ANY CHANGE		
	The value of which shall not form part of remuneration		
a	PF and Super Annuation	Contribution to PF and Superannuation Fund	Contribution to PF and Superannuation Fund
b	Gratuity	Gratuity as per Company rules	Gratuity as per Company rules
c	Leave encashment	Encashment of unavailed leave at the end of the tenure as per Company policy.	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 - Friday, February 1, 2019

I The General Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is same as mentioned above for resolution 2.

II INFORMATION ABOUT MR. V VENUGOPAL

1.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.

2.Past remuneration:

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

(Rs in lakhs)

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

3.Recognition and awards:Nil

4.Remuneration Proposed-As detailed above in the explanatory statement

5.Job Profile and Suitability – Mr V Venugopal will be heading the legal department.He is an expert in land laws of Kerala and Tamilnadu and have a vast experience in legal matters

6.Comparative remuneration profile with respect to Industry, size of company ,profile of the position and person:

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

7.Pecuniary Relationship:

Excepting the payment of remuneration for his service as Manager of the Company as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with any Managerial Personnel of the Company.

The Board recommends the Ordinary Resolutions no.4 for your approval. Except Mr.V Venugopal none of the other Directors or Key Managerial Personnel and their relatives is interested or concerned in the aforesaid resolution.

III. Other Information:

The reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and the expected increase in productivity and profits in measurable terms and other disclosures IV are same as given in the Explanatory Statement for resolution 2 above.

Date: 13.11.2018
Place: Kochi

By Order of the Board
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	Expertise in specific functional area	Directorships held in listed companies	Memberships/Chairmanships of committees across other listed companies	No of shares held in the Company	Relationship with other Directors and KMP	No of Board Meeting Attended during the year
Venkitraman Anand (DIN: 07446834)	08.06.1963 55 Years	26.09.2018	B.Com.	Mr Venkitraman Anand has a successful track record from a career spanning more than 34 years with a mix of operations, sales, strategic, marketing and general management.	NIL	NIL	NIL	NIL	2
N. Dharmaraj (DIN: 00912004)	15.03.1952 66 Years	08.08.2014	B.sc Agriculture	Mr.N.Dharmaraj has 42 years of rich experience in plantations	NIL	NIL	NIL	NIL	4
V Venugopal	31.01.1956 62 Years	-	BSC , LLB	Mr V Venugopal is an expert in land laws, especially those relating to Kerala / Tamilnadu and is experienced in handling legal matters and related litigations	NIL	NIL	NIL	NIL	-

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., M.Com, FICWA, FCS, CMA Managing 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
 - j. 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 Friday, February 1, 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 Mr. Venkitraman Anand, Whole Time Director in his absence to Mr. Binu Thomas, Company Secretary after completion of the scrutiny on or before Saturday, February 2, 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 Saturday, February 2, 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, December 28, 2018 will be considered for the purpose of voting. A person who is not a Member as on Friday, December 28, 2018 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, December 28, 2018.
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 Thursday, January 3, 2019 from 9:00 A.M. to Friday, February 1, 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.