



# 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

10<sup>th</sup> July, 2017

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

Dear Sir,

## NOTICE OF 40<sup>TH</sup> 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 the Notice of the 40<sup>th</sup> Annual General Meeting of the Company to be held on 3<sup>rd</sup> August, 2017. Kindly take the same on record.

Yours faithfully,  
for HARRISONS MALAYALAM LIMITED

**BINU THOMAS**  
Company Secretary



Encl.

## NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of the Company will be held at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682016 on Thursday, 3<sup>rd</sup> August, 2017 at 11.00 A.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the year ended March 31, 2017, and the audited consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kaushik Roy (DIN 06513489), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder from time to time, M/s. Walker Chandio & Co LLP, Kochi, Chartered Accountants (having Firm’s registration Number: 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company in place of Retiring Auditor M/s Price Waterhouse (Firm Registration No.301112E), to hold office for a term of 5 years from the conclusion of this 40<sup>th</sup> Annual General Meeting till the conclusion of the 45<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) in respect of the financial years beginning April 1, 2017 and ending March 31, 2022, and that the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be determined in consultation with the auditors.

### SPECIAL BUSINESS

#### 4. Appointment and payment of remuneration to Mr. N Dharmaraj, Whole Time Director

To consider and if thought fit, to pass, with or without modification(s), 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 Company hereby approves and confirms the re-appointment of Mr. N. Dharmaraj (DIN 00912004) as Whole Time Director of the Company for the period from October 1, 2017, to September 30, 2018.”

**“RESOLVED FURTHER THAT** for his services rendered as Whole Time Director of the Company, Mr. N Dharmaraj (DIN 00912004) be paid remuneration, for the period from October 1, 2017, to September 30, 2018, 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 acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions or doubts that may arise in this regard.”

#### 5. Ratification of Cost Auditors Remuneration

To consider and if thought fit, to pass, with or without modification (s), the following as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Shome & Banerjee, Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2nd Floor, Kolkata – 700 017 (Firm registration No.000001), appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2017-18, be paid a remuneration of ₹2,50,000, excluding taxes (Indian Rupees Two Lacs Fifty Thousand Only) plus out of pocket expenses that may be incurred.

**“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

Kolkata  
May 29, 2017





## 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 & 5 of the Notice is annexed hereto.

In terms of the relevant provisions of companies act 2013 and rules made thereunder it is proposed to appoint M/s Waker Chandiook & CO LLP (001076N/N500013) Chartered Accountants, Kochi as Statutory Auditors of the Company in place of Retiring Auditor M/s Price Waterhouse (Firm Registration No.301112E), Kolkata.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 28th July 2017 to 3rd August 2017 (both days inclusive).
4. Dividend not claimed within 7 years will be transferred to the Investor Education & Protection Fund (IEPF). All unclaimed dividends pertaining to year 2009-10 would be transferred to IEPF on or before 29/10/2017. Claims for payment of such dividend should, therefore be lodged with the Company immediately.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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
11. Notice of the AGM along with Annual Report 2016-17 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.
12. Voting through electronic means:

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. 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 Monday, 31st July, 2017 (9.00 AM) and ends on Wednesday 2nd August 2017 (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 27th July 2017 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. 12 For CDSL: 16 digits beneficiary ID,
  - b. 12 For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 12 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 Harrissons 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

13. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
14. A Copy of this Notice has been placed on the website of the Company and the website of CDSL.
15. The Company has appointed Mr. M. D. Selvaraj, Practicing Company Secretary (CP. 411), Partner, MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
16. 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 3 (three) 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.
17. 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](http://www.harrisonsmalayalam.com) and on the website of CDSL immediately after their declaration within two (2) days of passing of resolutions at the 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 FORTIETH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 3rd August, 2017**

**Item No. 4 – Appointment and payment of remuneration to Mr. N Dharmaraj, Whole Time Director**

Mr. N. Dharmaraj was appointed as a Whole Time Director of the Company from October 1, 2016 to September 30, 2017. His term of office expires on September 30, 2017. The Nomination & Remuneration Committee at its meeting held on May 4, 2017 has reviewed Mr. N. Dharmaraj's performance and his contribution to the plantation business during his tenure. Considering his skills and experience in the Industry, and also the benefit likely to accrue to the Company, the Nomination and Remuneration Committee has recommended to the Board for extending the tenure of Mr. N. Dharmaraj for a further period of 12 months on the terms and conditions stated below subject to the approval of the shareholders in the AGM.

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 of his appointment as approved by the Nomination and Remuneration Committee at its meeting held on 4th May, 2017, is as set out below.

**1. Period**

From October 1, 2017, to September 30, 2018

## Salary

Consolidated pay for the above period: Not exceeding ₹ 1,05,00,000/- (excluding service tax)

## 2. Perquisites:

- Medical expenses incurred by Mr. N Dharmaraj for self and family shall be reimbursed by the Company subject to a limit of ₹15,000 per annum.
- Provision for car with driver and telephone at residence - for use of the 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. N Dharmaraj.

The Whole Time Director 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 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

### (iv) Financial Performance:

( Amount in ₹ Cr.)

Particulars	2012-13	2013-14	2014-15	2015-16	2016-17
Total Revenue	349.93	386.86	334.36	288.60	372.02
Operating Profit / Loss	24.83	26.44	(13.81)	(29.70)	9.01
Interest	14.59	15.11	14.30	14.20	13.87
PBDT	10.24	11.33	(28.11)	(43.90)	(4.86)
Profit Before Tax	3.48	4.86	(35.40)	(49.41)	(9.88)
Exceptional Items	-	0.26	0.14	3.73	4.66
Profit before tax (including Exceptional Items)	3.48	5.12	(35.26)	(45.68)	(5.22)
Profit After Tax	2.30	4.42	(35.26)	(45.68)	(5.22)
Amount of Equity	18.45	18.45	18.45	18.45	18.45
Dividend	1.38	1.85	---	---	---
Rate of Dividend	15%	7.50%	---	---	---

- Export performance and net Foreign Exchange contributions:  
(Value in ₹ Cr.)

Financial Year	Export turnover	Net Foreign Exchange contribution
2012-13	18.37	16.99
2013-14	31.38	30.82
2014-15	30.17	29.56
2015-16	41.86	41.61
2016-17	49.08	48.46

## 2. INFORMATION ABOUT MR. N. DHARMARAJ

Mr. N. Dharmaraj, Graduate in Agriculture Science, has over 41 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 is immediate 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.

**Past remuneration:**

For the period 2016-17, Mr. N. Dharmaraj was paid consolidated salary of ₹85.44 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.

**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.

**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 10000.

The Company has a paid up capital of ₹18.45 Crores and is listed in the Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd. and Cochin Stock Exchange Ltd. with approximately 29000 Shareholders.

Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr. N Dharmaraj, Whole Time Director 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.

**Other Information**

Reasons of Loss or Inadequate profit – The performance of the Company had improved substantially during the year 2016-17 as against a loss of ₹ 45.68 Cr in 15-16 the loss during the 2016-17 was ₹ 5.22 Cr. This loss can be attributed to the extended drought during the first quarter of 16-17, resulting in loss of production. Also, the restrictions imposed by the State government in the operations of the Company had a bearing on the results.

Steps Taken or Proposed to be Taken for Improvement - The Company is taking proper remedies for improvement through deliberation with the State Government and the legal measures.

Expected Increase in Productivity and Profits - The overall productivity of the Company is expected to increase by 15%. The Company is expected to break even in the current financial year

None of the Directors or Key Managerial Personnels of the Company or their respective relatives except Mr.N. Dharmaraj himself is concerned or interested in the aforesaid resolution.

**Item No. 5 – Ratification of Cost Auditors Remuneration**

The Board of Directors on the recommendation of the Audit Committee has 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, 2018.

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. 5 of the notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

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. 5 of the Notice for the approval of the shareholders.

By Order of the Board of Directors

**Binu Thomas**  
Company Secretary

Kolkata  
May 29, 2017

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**

**Mr. Kaushik Roy**

Mr. Kaushik Roy is the Managing Director of Philips Carbon Black Limited (PCBL) and a Member of the Management Board of RP-Sanjiv Goenka Group. He is also a member of the Managing Committee of the Bengal Chamber of Commerce and Industry (BCC&I).

Shri. Kaushik Roy has a vast multi-functional business experience, spanning over two decades across different sectors like, Tyre and Cement. Prior to joining the HML Board he has been associated with Apollo Tyres Limited in various leadership roles and has also been a Management Board Member of the Company.

Mr. Kaushik Roy has done his Masters in Mechanical Engineering from IIT-Kharagpur, and an alumnus of IMD-Switzerland. He also holds a degree in Business Administration from University of Tokyo.

Mr Kaushik Roy is a Director in 6 Companies namely Harrisons Malayalam Ltd, Phillips Carbon Black Ltd, Stel Holdings Limited, Spencer International Hotels Limited, and The Bengal Chamber Of Commerce And Industry.

None of the Directors or Key Managerial Personnels of the Company or their respective relatives except Mr Kaushik Roy himself is concerned or interested in the aforesaid resolution.

He does not hold any share in the Company.

**Mr. N. Dharmaraj**

Mr. N. Dharmaraj is currently whole time Director of the Company. He is a Graduate in Agriculture Science, having over 41 years' experience in plantations business. He managed 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 worked with the Unilever Plantations and Plant Science Group with Head Quarters in UK, supporting supply chain integration, among other things. In his tenure with Harrisons spanning 14 years, he served as Vice President, (Plantations) and as Executive Director and is currently Chief Executive SBU A. He also worked in the Agri-business vertical of Shapoorji Pallonji group, based in Mumbai, as Chief Executive Officer.

Mr. N. Dharmaraj was the President of The United Planters' Association of Southern India (UPASI), and Chairman of the UPASI Commodities Exchange Limited which had got approval from the FMC to start Futures Trading in India. He was a member of the Tea Board of India. He is currently a Member of Tea Council of South India constituted by the Tea Board and also a Member of the Core Committee of the Tea Board of India.

Mr. N. Dharmaraj is currently a Director in UPASI Commodities Exchange Limited.

Membership/Chairmanship:

Name of the Company	Committee	Chairman/Member
Harrisons Malayalam Ltd.	CSR Committee	Member

Mr. N. Dharmaraj was appointed in the Board as the Whole-time Director on August 8, 2014. He has attended all the 6 Board Meetings convened during the Financial Year. Mr. N. Dharmaraj is not related to any member of the Board of Directors or to any Management Personnel of the Company

Mr. N. Dharmaraj doesn't hold any share in the Company his own name or on a beneficial basis for any other persons.

By Order of the Board of Directors

**Binu Thomas**  
Company Secretary

Kolkata  
May 29, 2017

**Harrison Malyalam Limited**

CIN: L01119KL1978PLC002947

Registered Office:

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

Ph: 0484-268023 Fax: 0484-268024

Website: www.harrisonsmalyalam.com / Email: hmlcorp@harrisonsmalyalam.com





## HARRISONS MALAYALAM LIMITED

CIN:L01119KL1978PLC002947

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

e-mail: [hmlcorp@harrisonsmalayalam.com](mailto:hmlcorp@harrisonsmalayalam.com) Website: [www.harrisonsmalayalam.com](http://www.harrisonsmalayalam.com)

Phone: 0484-2668023 Fax: 0484-2668024

### ATTENDANCE SLIP

### 40TH ANNUAL GENERAL MEETING

Folio No. / DP ID and Client ID :
Name and address of the Shareholder(s)

I hereby record my presence at the 40<sup>th</sup> Annual General Meeting of the Company being held on Thursday, the 3<sup>rd</sup> August, 2017 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

----- CUT HERE -----

### ELECTRONIC VOTING PARTICULARS

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

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>*Default PAN/Sequence No.</b>
170705003	

\*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 40th Annual General Meeting of the Company to be held on Thursday, the 3rd August, 2017 at 11.00 AM. 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
<b>Ordinary Business</b>	
1	Adoption of audited financial statements including Balance Sheet as at 31st March, 2017, 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. Kaushik Roy (DIN 06513489) who retires by rotation and being eligible offers himself for re-appointment
3	Appointment of Auditors and fix their remuneration.
<b>Special Business</b>	
4	Appointment and payment of remuneration to Mr. N. Dharmaraj, Whole Time Director
5	Ratification of Cost Auditors Remuneration.

Signed this..... day of August, 2017

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 Fortieth Annual General Meeting.
3. A shareholder may vote either for or against this resolutions.



## Route Map

