



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

7th September, 2015

The Secretary
National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

Further to our letter dated 4th September, 2015, enclosed please find the Notice of the Annual General Meeting of the Company to be held on 28th September, 2015, for your records.

Yours faithfully,
for HARRISONS MALAYALAM LIMITED



RAVI A.

Company Secretary

Encl.



NOTICE

Notice is hereby given that the Thirty Eighth Annual General Meeting of the Company will be held at 10.30 A.M on Monday, September 28, 2015 at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682016, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the year ended March 31, 2015, 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 Shri. P Rajagopalan(DIN 02817068) who retires by rotation and, being eligible, offers himself for reappointment.
3. To ratify the appointment of the auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the re-appointment of the Auditors, Messrs.Price Waterhouse, Chartered Accountants, (Firm Registration No.301112E),to hold office from the conclusion of Thirty-sixth Annual General Meeting (AGM) till the conclusion of the Fortieth AGM of the Company be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Mr. Kaushik Roy as a Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Mr. Kaushik Roy (DIN: 6513489), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th February 2015 and who holds office upto the date of this Annual General Meeting 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 a Director of the Company liable to retire by rotation,with immediate effect."

5. Appointment and payment of remuneration to Shri. 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 Shri. N Dharmaraj (DIN 00912004) as Whole Time Director of the Company for the period from January 1, 2016 to September 30, 2016."

"RESOLVED FURTHER THAT for his services rendered as Whole Time Director of the Company, Shri. N Dharmaraj be paid remuneration,for the period from January 1, 2016 to September 30, 2016, 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 Shri. 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."

6. Appointment and payment of remuneration to Shri. V Venugopal, Manager

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 Shri.V. Venugopal, as the Manager of the Company for the period of 3 years from August 14, 2015 to August 13, 2018."

"RESOLVED FURTHER THAT for his services rendered as Manager of the Company, Shri. V. Venugopal 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 Shri. V. Venugopal."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps for the aforesaid purpose and matters incidental thereto."

7. Ratification of Cost Auditors Remuneration.

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs 2,50,000 plus out-of-pocket expenses payable to M/s. Shome & Banerjee, Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2nd Floor, Kolkata – 700 017, (Firm registration No. 000001), who have been appointed as Cost Auditors of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the year ending March 31, 2016."

By Order of the Board of Directors

Ravi A.

Company Secretary

Mumbai
August 11, 2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.
Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the items of Special Businesses under Item No. 4 to 7 of the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2015 to September 28, 2015 (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 2007-08 would be transferred to IEPF on or before October 17, 2015. 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 Company's Registrar and Share Transfer Agent/ 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 PM. 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 2014-15 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:

The Company is pleased to provide to its members the facility to exercise their rights to vote at the Thirty Eighth Annual General Meeting by electronic means through the 'remote e-voting' (e-voting from a place other than the venue of the Annual General Meeting) facilities provided by Central Depository Services (India) Limited (CDSL).

A) In case of members receiving the Annual Report through e-mail, the process for e-voting is as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "HARRISONS MALAYALAM LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. - In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 also to be 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 votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login 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) Note for Non-Individual Shareholders & Custodians
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - c. 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 depository account(s) for which they wish to vote.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) In case members receiving physical copy of the Annual Report, please follow all the steps mentioned in (A) above.

General Information

- (A) The voting period begins on Friday, September 25, 2015, 9:00 AM and ends on Sunday, September 27, 2015, 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 of Monday, September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (B) Members have an option to vote either electronically (availing the services provided by CDSL) OR by using the poll slips to be distributed at the meeting. If members have cast their vote electronically, then they should not cast their vote at the meeting. However if a member has voted electronically and has again voted at the meeting, then the voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.
 - (C) 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
- 13. The Company has appointed Shri. 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.
 - 14. 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.
 - 15. 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.hml.co.in and on the website of CDSL. The Results shall also be communicated to the stock exchanges where shares of the Company are listed.

PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED / APPOINTED AT THE MEETING ARE GIVEN BELOW.

Shri. P Rajagopalan

Shri. Rajagopalan is a post graduate in Science and holds a post graduate diploma in Business Administration from IIM Ahmedabad. He has over 45 years in various capacities. Shri. Rajagopalan has over 4 decades of multi-functional experience having managed the plantation business in HML in the capacity of President of the Company. Prior to joining HML as the President, he was the President of South Asia Tyres Ltd. He has also significantly contributed to the cable business when he was the CEO of RPG Cables. He has also served as the President of Spencer Travels Services Ltd. from 2009 to 2014. Shri. Rajagopalan is currently in the Board of Harrissons Malayalam Limited, Spencer & Co. Ltd. and Anusha Travels Ltd.

He does not hold any share in the Company.



Shri. Kaushik Roy

Shri. 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.

Shri. 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.

He does not hold any share in the Company.

Shri. N Dharmaraj

Shri. N Dharmaraj is currently Whole Time Director of the Company. He is a Graduate in Agriculture Science, having over 40 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.

Shri. Dharmaraj was Chairman of the UPASI Tea Committee, 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 as also a Member of the Core Committee of the Tea Board of India.

Shri. Dharmaraj is currently a Director in UPASI Commodities Exchange Limited.

He does not hold any share in the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SEPTEMBER 28, 2015

Item No. 5 – Shri. N Dharmaraj, Whole Time Director

Shri. N. Dharmaraj was appointed as a Whole Time Director of the Company from August 8, 2014 to December 31, 2015. Under his leadership and guidance the Company has been successful in surpassing the previous year's volume of harvesting crop from its own tea and rubber gardens. The Company would stand to benefit with his continued association.

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 August 11, 2015, is as set out below.

1. Period

From January 1, 2016 to September 30, 2016

2. Salary

Consolidated pay for the above period: Not exceeding Rs.63,75,000(excluding service tax)

3. Perquisites:

- a. Medical expenses incurred by Shri. N Dharmaraj for self and family shall be reimbursed by the Company subject to a limit of Rs.15,000 per annum.
- b. 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 Shri. 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 Shri. 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.

HARRISONS MALAYALAM LIMITED
ANNUAL REPORT 2014 - 2015

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:

(amount in Rs. Cr.)

Particulars	2010-11	2011-12	2012-13	2013-14	2014-15
Total Revenue	366.55	368.91	349.93	386.86	334.36
Operating Profit	23.17	33.83	24.83	26.44	(13.81)
Interest	11.81	16.88	14.59	15.11	14.30
PBDT	11.36	16.95	10.24	11.33	(28.11)
Profit Before Tax	5.25	10.46	3.48	4.86	(35.40)
Exceptional Items	-	-	-	0.26	0.14
Profit before tax (including Exceptional Items)	5.25	10.46	3.48	5.12	(35.26)
Profit After Tax	3.94	4.71	2.30	4.42	(35.26)
Amount of Equity	18.45	18.45	18.45	18.45	18.45
Dividend	2.76	2.76	1.38	1.85	---
Rate of Dividend	15%	15%	7.5%	10%	---

(v) Export performance and net Foreign Exchange contributions:

(Value in Rs. Cr.)

Financial Year	Export turnover	Net Foreign Exchange contribution
2010-11	22.51	20.37
2011-12	34.28	32.23
2012-13	18.37	16.99
2013-14	31.38	30.82
2014-15	30.17	29.56

2. INFORMATION ABOUT SHRI. N. DHARMARAJ

Shri. N. Dharmaraj, Graduate in Agriculture Science, has over 40 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 Harrissons 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, Shri. Dharmaraj returned to Harrissons Malayalam Limited to head the plantations business identified to RP-SG Group.

He was the Chairman of UPASI Commodities Exchange which had got approval from the FMC to start Futures Trading in India. He is currently a member of Tea Council of South India constituted by the Tea Board.

**Past remuneration:**

For the period August 8, 2014 – March 31, 2015, Shri. N. Dharmaraj was paid consolidated salary of Rs. 52.93 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:

Shri. 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 12000.

The Company has a paid up capital of Rs.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 30000 Shareholders.

Given the size, complexity and nature of business, the remuneration proposed to be paid to Shri. 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.

3. OTHER INFORMATION:

Details being the same for Item Nos. 5 and 6 of the Notice, the same is provided after Item No. 6.

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

The Board of Directors at its meeting held on August 11, 2015 have reappointed Shri. V Venugopal (Vice President – Legal) of the Company as Manager of the Company for a period of 3 years w.e.f August 14, 2015 to August 13, 2018. The appointment of Shri. V Venugopal as Manager of the Company and the remuneration payable to him for his services to be rendered as Manager during the period has been recommended by the Nomination and Remuneration Committee. The appointment is within the meaning of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 and also read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the shareholders in the general meeting. The terms and conditions pertaining to his appointment and remuneration payable to him as recommended by the NRC is as detailed below.

1. Period

Appointment of Shri. V. Venugopal as Manager is for a period of 3 years from August 14, 2015 to August 13, 2018.

2. Salary

a) Salary & Allowance Not exceeding Rs.48,00,000 per annum

b) Performance Bonus Not exceeding Rs.12,00,000 per annum as may be decided by the Board of Directors based on performance

HARRISONS MALAYALAM LIMITED
ANNUAL REPORT 2014 - 2015

3. Perquisites:

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

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

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

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

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

1. GENERAL INFORMATION

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

(iv) Financial Performance:

(amount in Rs. Cr.)

Particulars	2010-11	2011-12	2012-13	2013-14	2014-15
Total Revenue	366.55	368.91	349.93	386.86	334.36
Operating Profit	23.17	33.83	24.83	26.44	(13.81)
Interest	11.81	16.88	14.59	15.11	14.30
PBDT	11.36	16.95	10.24	11.33	(28.11)
Profit Before Tax	5.25	10.46	3.48	4.86	(35.40)
Exceptional Items	-	-	-	0.26	0.14
Profit before tax (including Exceptional Items)	5.25	10.46	3.48	5.12	(35.26)
Profit After Tax	3.94	4.71	2.30	4.42	(35.26)
Amount of Equity	18.45	18.45	18.45	18.45	18.45
Dividend	2.76	2.76	1.38	1.85	---
Rate of Dividend	15%	15%	7.50%	10%	---



(v) Export performance and net Foreign Exchange contributions:

(Value in Rs. Cr.)

Financial Year	Export turnover	Net Foreign Exchange contribution
2010-11	22.51	20.37
2011-12	34.28	32.23
2012-13	18.37	16.99
2013-14	31.38	30.82
2014-15	30.17	29.56

2. INFORMATION ABOUT SHRI. V VENUGOPAL

Shri. 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 the Manager of the Company for a period of 3 years from August 14, 2012 to August 13, 2015. He has been with the Company for over 31 years and is well acquainted with the plantation operations.

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

Past remuneration:

During the financial year 2014-15, Shri. V Venugopal was paid a remuneration of Rs. 42.80 Lacs the breakup of which is as under:

Salary & Allowances	Perquisites	Contribution to PF and other Funds	Total
34.10	3.15	5.55	42.80

Recognition and awards: Nil

Remuneration proposed:

As mentioned above

Size and Nature of Industry:

The Company's core business is Plantations in Tea and Rubber. It is the single largest producer of Natural Rubber in India and second largest Tea Plantation in South India. The Company owns 24 Estates in Kerala and Tamil Nadu put together and has a labour strength of approximately 12000.

The Company has a paid up capital of Rs.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 30000 Shareholders.

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

Pecuniary Relationship:

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

3. OTHER INFORMATION (common to Item Nos. 5 and 6 of the Notice)

1. Reasons for inadequate profit:

The Company incurred losses continuously for a period of four years from 1999-2000 to 2002-2003 due to drop in prices of both tea and rubber coupled with higher wage levels and escalating input costs. The Company has been making profits since 2003-04, with an exception in 2014-15 when it has incurred a loss of Rs 35.26 cr.

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

The Company has, over a period of time made substantial improvement in labour productivity through incentive schemes and better agricultural practices. The Company has modernized its factories and also embarked on an Accelerated Replanting & Infilling Programme in its rubber and tea gardens to improve land productivity.

3. Expected improvement in productivity and profits:

The Company has been making profits consistently from 2003-04 and the trend is likely to continue in view of the initiatives taken by the Company for increasing the land and labour productivity. With continued focus on ensuring quality products which has found wide acceptance coupled with better yield for tea and rubber. The Company is hopeful of improvising upon its profits. The Company has been paying dividend to shareholders since financial year 2004-05, exception being the current year 2014-15 wherein no dividend was recommended by the directors in view of the loss.

Except for Shri. N Dharmaraj and Shri. V Venugopal who are interested in the resolutions set out in Item No. 5 and Item No. 6 respectively, no other Director of the Company is interested in the resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 5 and 6 of the Notice for the approval by the shareholders.

Item No.7

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 the cost records of the Company for the financial year ending March 31, 2016.

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 the 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 at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Ravi A.

Company Secretary

Mumbai
August 11, 2015