

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: HARRISONS MALAYALAM LIMITED

Quarter ending on: 30<sup>th</sup> June, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Y	
(B) Independent Directors	49 (IIB)	Y	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Y	
(D) Other provisions as to Board and Committee	49 (IID)	Y	
(E) Code of Conduct	49 (IIE)	Y	
(F) Whistle Blower Policy	49(IIF)	Y	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Y	
(B) Meeting of Audit Committee	49 (IIIB)	Y	
(C) Powers of Audit Committee	49 (IIIC)	Y	
(D) Role of Audit Committee	49 (IIID)	Y	
(E) Review of Information by Audit Committee	49 (IIIE)	Y	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)		
<b>V. Subsidiary Companies</b>	49 (V)	Y	
<b>VI. Risk Management</b>	49(VI)	Y	
<b>VII. Related Party Transactions</b>	49(VII)	Y	There were no Material related Party Transactions in this quarter.



<b>IV. Disclosures</b>	49 (VIII)		
(A) Basis of related party transactions	49 (VIII A)	Y	There were no Material related Transactions in this quarter.
(B) Disclosure of Accounting Treatment	49 ( VIII B)	Y	
(C) Remuneration of Directors	49 (VIII C)	Y	
(D) Management	49 (VIII D)	Y	
(E) Shareholders	49 (VIII E)	Y	
(I) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	N.A.	
<b>V. CEO/CFO Certification</b>	49 (IX)	Y	Will be disclosed in the Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (X)	Y	
<b>VII. Compliance</b>	49 (XI)	Y	



**For HARRISONS MALAYALAM LTD.**

**RAVI. A**  
Company Secretary