

Corporate Governance Report
Name of Listed Entity - Harrisons Malayalam Limited
Quarter ending- 31-Mar-2016

| I. Composition of Board of Directors | | | | | | | | | | |
|--------------------------------------|----------------------|----------|------------|--|---------------------|-------------------|--------|--|---|--|
| Title (Mr./ Ms.) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| Mr. | Haigreve Khaitan | 00005290 | AEVPK7531H | ID | 01-Oct-2014 | - | 5 | 6 | 3 | 2 |
| Mr. | Golam Momen | 00402662 | AEXPM5914Q | ID | 01-Oct-2014 | - | 5 | 8 | 6 | 1 |
| Mr. | J. M. Kothary | 00015254 | AANPK8122E | ID | 01-Oct-2014 | - | 5 | 4 | 3 | 1 |
| Mr. | P. Rajagopalan | 02817068 | AABPR3204J | C & NED | 28-Sep-2015 | - | - | 1 | 0 | 0 |
| Mr. | N. Dharmaraj | 00912004 | AEFPD8966F | ED | 08-Aug-2014 | - | - | 1 | 0 | 0 |
| Mr. | Sachin Nandgaonkar | 03410739 | AACPN5816F | NED | 11-Feb-2015 | - | - | 2 | 3 | 0 |
| Mr. | Kaushik Roy | 06513489 | ACDPR6549F | NED | 28-Sep-2015 | - | - | 3 | 1 | 0 |
| Mrs. | Surbhi Singhi | 03275338 | AIBPK8344A | ID | 09-Feb-2016 | - | 5 | 4 | 3 | 0 |

II. Composition of Committees

| Audit Committee | | | |
|-----------------|----------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Haigreve Khaitan | ID | Chairperson |
| 2 | Golam Momen | ID | Member |
| 3 | J. M. Kothary | ID | Member |
| 4 | Sachin Nandgaonkar | NED | Member |
| 5 | Surbhi Singhi | ID | Member |



Stakeholders Relationship Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
|----------------|-----------------------------|-----------------|-------------------------------|
| 1 | Golam Momen | ID | Chairperson |
| 2 | J. M. Kothary | ID | Member |
| 3 | Surbhi Singhi | ID | Member |
| 4 | V Venugopal | | Member |

Risk Management Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
|----------------|-----------------------------|-----------------|-------------------------------|
| 1 | Haigreva Khaitan | ID | Member |
| 2 | Sachin Nandgaonkar | NED | Member |
| 3 | Kaushik Roy | NED | Member |

Nomination and Remuneration Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
|----------------|-----------------------------|-----------------|-------------------------------|
| 1 | Haigreva Khaitan | ID | Chairperson |
| 2 | Golam Momen | ID | Member |
| 3 | J. M. Kothary | ID | Member |

III. Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|
| 06-Nov-2015 | 11-Feb-2016 | 96 |

IV. Meeting of Committees

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|--|
| 11-Feb-2016 | yes | 06-Nov-2015 | 96 |
| 11-Feb-2016 | yes | | |
| | yes | 06-Nov-2015 | |



| V. Related Party Transactions | |
|--|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Not Applicable |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 100 listed entities) - No
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:


 Name : Jose George
 Designation : Company Secretary



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|-------------------------------|-------------------------------|
| Item | Compliance status (Yes/No/NA) | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| New name and the old name of the listed entity | Not Applicable | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |



| | | |
|--|-------------------------|----------------|
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Not Applicable |
| <i>Approval for material related party transactions</i> | 23(4) | Not Applicable |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Yes |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes |
| <i>Maximum Directorship & Tenure</i> | 25(1) & (2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of Independent directors</i> | 25(7) | Yes |
| <i>Memberships In Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Shareholding by Non- Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : Jose George
 Designation : Company Secretary

