

<b>General information about company</b>	
Scrip code	500467
NSE Symbol	HARRMALAYA
MSEI Symbol	NOT LISTED
ISIN	INE544A01019
Name of the entity	HARRISONS MALAYALAM LTD
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

### **Annexure I**

#### **Annexure I to be submitted by listed entity on quarterly basis**

#### **I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	VENKITRAMAN ANAND	AGJPA5596J	07446834	Executive Director	Not Applicable		26-09-2018			1	0	0		
2	Mr	GOLAM MOMEN	AEXPM5914Q	00402662	Non-Executive - Independent Director	Chairperson		01-10-2014		60	6	3	2		
3	Mr	HAIGREVE KHAITAN	AEVPK7531H	00005290	Non-Executive - Independent Director	Not Applicable		01-10-2014		60	6	3	1		
4	Mr	J M KOTHARY	AANPK8122E	00015254	Non-Executive - Independent Director	Not Applicable		01-10-2014		60	2	2	2		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	P RAJAGOPALAN	AABPR3204J	02817068	Non-Executive - Independent Director	Not Applicable		13-02-2019		60	1	0	0		
6	Mr	N DHARMARAJ	AEFPR8966F	00912004	Executive Director	Not Applicable		26-09-2018			1	0	0		
7	Mr	KAUSHIK ROY	ACDPR6594F	06513489	Non-Executive - Non Independent Director	Not Applicable		28-09-2015			3	1	0		

8	Mr	CHERIAN MANAMEL GEORGE	ADKPG8196N	07916123	Executive Director	Not Applicable		13-02-2019			1	0	0		
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### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mrs	KUSUM DADOO	AHIPD8775G	06967827	Non- Executive - Independent Director	Not Applicable		13-02-2019		60	6	5	0		

10	Mr	SACHIN NANGAONKAR	AACPN5816F	03410739	Non-Executive - Non Independent Director	Not Applicable		30-09-2016	13-02-2019		2	1	0		
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson								Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00005290	HAIGREVE KHAITAN	Non-Executive - Independent Director	Chairperson	26-10-2005			
2	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	31-10-2006			
3	00015254	J M KOTHARY	Non-Executive - Independent Director	Member	14-02-2014			
4	06967827	KUSUM DADOO	Non-Executive - Independent Director	Member	13-02-2019			
5	03410739	SACHIN NANGAONKAR	Non-Executive - Non Independent Director	Member	11-02-2015	13-02-2019		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson		Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005290	HAIGREVE KHAITAN	Non-Executive - Independent Director	Chairperson	28-10-2002		
2	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	19-09-2004		
3	00015254	J M KOTHARY	Non-Executive - Independent Director	Member	11-08-2015		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							
					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Chairperson	29-01-2010		
2	99999999	V. VENUGOPAL	Member	Member	14-08-2012		
3	00015254	J M KOTHARY	Non-Executive - Independent Director	Member	10-08-2018		
4	06967827	KUSUM DADOO	Non-Executive - Independent Director	Member	13-02-2019		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Chairperson	30-05-2014		
2	00912004	N DHARMARAJ	Executive Director	Member	11-02-2015		
3	02817068	P RAJAGOPALAN	Non-Executive - Independent Director	Member	30-05-2014		
4	03410739	SACHIN NANGAONKAR	Non-Executive - Non Independent Director	Member	11-08-2015	13-02-2019	

### Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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## Annexure 1

### Annexure 1

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		
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Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	13-11-2018			
2		13-02-2019	91	

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	13-02-2019	Yes	2	13-11-2018	91		
2	Stakeholders Relationship Committee	18-02-2019	Yes	4				No meeting was held in the previous quarter.
3	Nomination and remuneration committee	04-02-2019	Yes	3				No meeting was held in the previous quarter



### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “ No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	BINU THOMAS
2	Designation	Company Secretary and Compliance Officer

### Annexure II

**Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is “ No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.harrisonsmalayalam.com
2	Terms and conditions of appointment of independent directors	Yes		www.harrisonsmalayalam.com

3	Composition of various committees of board of directors	Yes		www.harrisonsmalayalam.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.harrisonsmalayalam.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.harrisonsmalayalam.com
6	Criteria of making payments to non-executive directors	Yes		www.harrisonsmalayalam.com
7	Policy on dealing with related party transactions	Yes		www.harrisonsmalayalam.com
8	Policy for determining ‘ material’ subsidiaries	Yes		www.harrisonsmalayalam.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.harrisonsmalayalam.com

## Annexure II

**Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is “ No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.harrisonsmalayalam.com

11	email address for grievance redressal and other relevant details	Yes		www.harrisonsmalayalam.com
12	Financial results	Yes		www.harrisonsmalayalam.com
13	Shareholding pattern	Yes		www.harrisonsmalayalam.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “ No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘ independence’ and/or ‘ eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	

9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “ No” details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “ No” details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	BINU THOMAS
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	BINU THOMAS
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	BINU THOMAS
Designation of person	Company Secretary
Place	KOCHI
Date	10-04-2019