

NOTICE

Notice is hereby given that the Forty Fourth Annual General Meeting (AGM) of Harrissons Malayalam Limited will be held on Wednesday, September 29, 2021, at 12:00 Noon. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the 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.

SPECIAL BUSINESS

3. To Reappoint Mr. Venkitraman Anand (DIN: 07446834) as Whole Time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), or re-enactment(s) or substitution(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("Listing Regulations") and subject to the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as agreed to by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee thereof), the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Venkitraman Anand (DIN-07446834), Whole Time Director of the Company for a period commencing from October 1, 2021 to July 31, 2023 as recommended by Nomination & Remuneration Committee and Audit Committee, as set out in the Explanatory Statement annexed to the notice and subject to the terms and conditions of the draft agreement proposed to be entered into between the Company and Mr. Venkitraman Anand, with the liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment during his tenure within the scope of Section 197 and Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof as may be agreed to between the Board and Mr. Venkitraman Anand."

"RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the currency of the tenure of services of Mr. Venkitraman Anand (DIN-07446834), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, amend, modify and revise from time to time the terms of remuneration payable to the Whole Time Director, within the above overall limit, as may be desired appropriate and the Board be and is hereby further authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do all things necessary for the purpose of giving effect to foregoing resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate."

4. To Reappoint Mr. Cherian M George (DIN: 07916123) as Whole Time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), or re-enactment(s) or substitution(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("Listing Regulations") and subject to the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as agreed to by Board of Directors of the Company (hereinafter referred to as "the



Board” which term shall include the Nomination and Remuneration Committee thereof), the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Cherian M George, Whole Time Director of the Company for a period commencing from February 13, 2022 to February 12, 2025 as recommended by Nomination & Remuneration Committee and Audit Committee, as set out in the Explanatory Statement annexed to the notice and subject to the terms and conditions of the draft agreement proposed to be entered into between the Company and Mr. Cherian M George, with the liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment during his tenure within the scope of Section 197 and Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof as may be agreed to between the Board and Mr. Cherian M George.”

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the currency of the tenure of services of Mr. Cherian M. George (DIN-07916123), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, amend, modify and revise from time to time the terms of remuneration payable to the Whole Time Director, within the above overall limit, as may be desired appropriate and the Board be and is hereby further authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do all things necessary for the purpose of giving effect to foregoing resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate.”

5. Appointment of Ms. Rusha Mitra (DIN:08402204) as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 93 of the Articles of Association of the Company, Ms. Rusha Mitra (DIN:08402204), who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from February 11, 2021 and who holds office only up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non- Executive Independent Woman Director of the Company for the first term, not liable to retire by rotation, for a period of five years with effect from February 11, 2021”.

“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 the aforesaid Resolution.”

6. 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 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants, (Firm Registration No 000001), appointed as the Cost Auditors by the Board of Directors of the Company (“the Board”) for the financial year ending March 31, 2022 to conduct cost audits relating to cost records of the Company and that the said Cost Auditors be paid a remuneration of ₹ 2,75,000 (Rupees Two Lakhs Seventy Five Thousand only) plus applicable taxes.

RESOLVED FURTHER THAT, the Board 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 the aforesaid Resolution.”

By Order of the Board of Directors

Binu Thomas
Company Secretary
M. No FCS 11208

Place : Kochi
Date : August 12, 2021

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors of the Company at its Meeting held on August 12, 2021 considered that the Special Business under Item Nos.3, 4, 5 and 6 being considered unavoidable, be transacted at the 44th AGM of the Company.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and all other relevant circulars issued from time to time and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 as amended by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") issued by the Securities and Exchange Board of India ('SEBI'), by virtue of which relaxations have been given to the companies, whose AGMs would become due in the year 2021 were permitted to conduct their AGMs on or before December 31, 2021 through VC/OAVM. the 44th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 44th AGM shall be the Registered Office of the Company situated at 24/1624, Bristow Road, Willingdon Island Cochin – 682003. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Serial No. 32 of these Notes).
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
4. Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile No. at agm@harrisonsmalayalam.com till 4 p.m. (IST) on Friday, September 24, 2021.
 - (i) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance till 4:00 PM (IST) on Friday, September 24, 2021 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till 4:00 PM (IST) on Friday, September 24, 2021 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. These queries will be replied to by the company suitably. Members who will participate in the AGM through VC/OAVM can also pose question/ feedback through question box option. These queries will be replied by the Company suitably depending on the availability of time at the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
 - (ii) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 - (iii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
6. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC/OAVM facility and vote thereat. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mds@mdsassociates.in
7. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 44th AGM has been uploaded on the website of the Company at harrisonsmalayalam.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited



and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of CDSL at <https://www.evotingindia.com>.

8. CDSL will be providing facility for voting through remote e-voting, for participation in the 44th AGM through VC/ OAVM facility and e-voting during the 44th AGM.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 44th AGM and facility for those Members participating in the 44th AGM to cast vote through e-Voting system during the 44th AGM. For this purpose, the Company has entered into an agreement with CDSL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-Voting on the date of the AGM will also be provided by CDSL.
11. The 44th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars.
12. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to E-voting are given in the Notice under Note No. 32 of these notes.
13. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing pandemic situation, the Notice of the 44th AGM and the Annual Report of the Company for the financial year ended March 31, 2021 including therein the Audited Financial Statements for the year 2020-21, the afore mentioned documents are being sent only by email to the Members. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 44th AGM of the Company along with the Annual Report for the financial year 2020-21 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned below:-
 1. For Physical shareholders- In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services> Email/Bank detail Registration - fill in the details and upload the required documents and submit. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the PAN & cheque leaf with the first named shareholders name imprinted in PDF or JPEG format & also upload the image of share certificate with the request letter duly signed in PDF or JPEG format.
 2. For Demat shareholders - The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
14. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021, both days inclusive.
15. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules') the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly transferred ₹ 4.78 Lakhs being the unpaid and unclaimed dividend amount pertaining to the Dividend for the Financial Year 2012-13
16. The Company has been sending reminders to Members having unpaid / unclaimed dividend before transfer of such dividend(s) to the Investor Education and Protection Fund (IEPF), set up by the Government of India. Details of the unpaid / unclaimed dividend are also uploaded as per the requirements, under "Investors Relations" section on the Company's website viz. www.harrisonsmalayalam.com., Members, who have not yet encashed their dividend pertaining to the Financial Year 2013-14 are advised to write to the Company immediately claiming dividends declared by the Company. The Dividend for the Financial Year 2013-14 is due to be transferred to the IEPF Fund immediately after October 25, 2021. In case valid claim is not received by that date, the Company will also proceed to transfer the respective shares to the Demat Account of the IEPF Authority ('IEPF Account') in terms of the IEPF Rules by following the prescribed procedure.

17. Pursuant to the provisions of IEPF Rules, all shares of the Company in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly during the year under review the Company transferred 47405 number of Equity shares to the IEPF Account, on which the dividends remained unpaid or unclaimed for seven consecutive years with after following the prescribed procedure. In this regard, the Company has individually informed the Members concerned and also published notice in the newspapers as per the IEPF Rules. The details of such Members and shares transferred are uploaded in the "Investors Relations" Section of the website of the Company viz; www.harrisonsmalayalam.com.
18. Dividend and corresponding shares, as stated in Points 16 and 17 above, once transferred to IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules. Mr. Binu Thomas, Company Secretary is the Nodal Officer of the Company for the purpose of verification of such claims.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in Respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held in physical form.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account No. by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Registrar and Share Transfer Agent/ Secretarial Department of the Company.
21. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares, if held by them in physical form.
22. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA/Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
23. Electronic copies of all the documents referred to in the accompanying Notice of the 44th AGM of the Company and in the Statement annexed to the said Notice shall be available for inspection in the "Investor Relations" section of the website of the Company at www.harrisonsmalayalam.com.
24. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection electronically. Members seeking to inspect such documents upto the date of AGM can send their request at the mail id agm@harrisonsmalayalam.com
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
26. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the company, M/s. Link Intime India Private Limited, "Surya", 35, Mayflower Avenue, 2nd Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
27. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment / appointment at the Annual General Meeting, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment / appointment
28. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e Wednesday, September 22, 2021
29. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the Meeting.
30. The Board vide its Resolution passed on August 12, 2021 has appointed Mr. M. D. Selvaraj, (FCS:960/COP: 411) of M/s MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two



witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www. harrisonsmalayalam.com](http://www.harrisonsmalayalam.com) and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results along with Scrutinizer's Report shall also be forwarded to the stock exchanges where the shares of Company are listed.

31. Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. - At the end of remote e-voting period, the facility shall forthwith be blocked.

32. Procedure / Instructions for Members voting electronically and attending the AGM through VC/OAVM are as under:

(i) The remote e-voting period begins on Sunday, September 26, 2021 at 9.00 a.m. (IST) and ends on Tuesday, September 28, 2021 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use forgot User ID and forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Harrisons Malayalam Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer mds@mdsassociates.in and to the Company at the email address viz; agm@harrisonsmalayalam.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. (i) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance till 4:00 PM (IST) on Friday, September 24, 2021 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till 4:00 PM (IST) on Friday, September 24, 2021 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. These queries will be replied to by the company suitably.. Members who will participate in the AGM through VC/OAVM can also pose question/ feedback through question box option. These queries will be replied by the Company suitably depending on the availability of time at the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services> Email/Bank detail Registration - fill in the details and upload the required documents and submit. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the PAN & cheque leaf with the first named shareholders name imprinted in PDF or JPEG format & also upload the image of share certificate with the request letter duly signed in PDF or JPEG format.
2. For Demat shareholders - The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
3. For Individual Demat shareholders – Please update your email id & mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-voting System, you can send an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.



ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE FORTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SEPTEMBER 29, 2021

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Resolution No.3

Mr.Venkitraman Anand (DIN:07446834) was appointed as Whole Time Director for a period of 3 years with effect from October 1, 2018 by way of Postal Ballot and E-voting on February 1, 2019. Mr. Venkitraman Anand's term as a Whole Time Director of the Company expires on September 30, 2021. The Board of Directors at its meeting held on June 10, 2021 have reappointed Mr.Venkitraman Anand based on recommendation of Nomination and Remuneration Committee and Audit Committee, for a period commencing from October 1, 2021 to July 31, 2023 subject to approval by shareholders.

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. The terms and conditions of his appointment as recommended by the Nomination and Remuneration Committee are as set out below.

1. Period : October 1, 2021 to July 31, 2023.
2. Remuneration:
 - a) Basic Salary: Not exceeding ₹ 47,00,000 per annum
 - b) Allowance: Not exceeding ₹ 53,00,000 per annum
 - c) Performance Bonus: Not exceeding ₹ 20,00,000 per annum as may be decided by the Board of Directors based on performance
3. Perquisites: Medi-claim insurance
4. In addition to the above, the Whole Time Director shall be eligible for the following perquisites, the value of which shall not be considered for computation of the aggregate remuneration.
 - 1) Company contribution to Provident Fund, Superannuation or Annuity Fund – 27% of Basic salary.
 - 2) Gratuity – 4.81% of basic salary.
 - 3) 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 Mr. Venkitraman Anand is available for electronic inspection without any fee by the members up to the date of the Annual General Meeting during normal business hours of the Company

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

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 based on indicators given below: As per Audited Financial Result for the year ended

₹ in Lakhs

Particulars	31.03.2021	31.03.2020	31.03.2019
	Standalone		
Revenue from Operations	45111.12	38730.04	35374.84
Other Income	282.81	612.78	615.29
Total Income	45393.93	39342.82	35990.13
Profit / (Loss) before Tax	4044.59	928.66	(2408.95)
Profit after Tax	4044.59	928.66	(2408.95)
Re-measurement of Gains/Losses	(430.82)	(892.52)	(103.67)
Total Comprehensive Income	3613.77	36.14	(2512.62)

(v) Foreign investment or collaboration if any – NIL

(vi) Other Disclosure:

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor,

II. INFORMATION ABOUT MR.VENKITRAMAN ANAND

1. Mr.Venkitraman Anand with a work experience of over 37 years in diverse business & functional areas is a Commerce Graduate and has successfully completed the Business Leadership Programme conducted by the Murugappa group in partnership with Indian Institute of Management, Bangalore. After starting his career with Rungamattē Tea & Industries Limited and working there for around 12 years he joined Parry Agro Industries Limited the plantation arm of the Murugappa group and worked with them for around 17 years. In his tenure with Parry Agro Industries Limited he had a high performance career growth from Manager (Business Coordination) to a SBU Head. Throughout his career he has demonstrated expertise in overcoming existing deficiencies in employee, customer dissatisfaction, production, operations, and financial issues through effective turnaround management practices, resulting in the achievement of long and short term goals. Other areas of accomplishments include his outstanding abilities in implementing best practices and quality assurance, improving the quality management system, creating tracking systems, and implementing safety & operations processes. He is an Executive Committee Member of Cochin Chamber of Commerce and Industry, CII State Council Member and is also Convener, CII Panel for Food & Agriculture.
2. Past Remuneration: ₹ 90.51 Lakhs
3. Recognition and Awards: Nil
4. Job Profile and Suitability - Mr.Venkitraman Anand has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis. With his experience in diverse field, he has gained considerable expertise in managing the plantations business
5. Remuneration Proposed - As detailed above in the explanatory statement
6. Comparative remuneration profile with respect to Industry, size of company, profile of the position and person: 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 9,750 number of employees as on March 31, 2021. The Company has a paid up capital of ₹ 18.45 Crores and is listed in the BSE Ltd. and National Stock Exchange of India Ltd. with approximately 26000 Shareholders. Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr. Venkitraman Anand, Whole Time Director is in line with other similar companies.

Mr.Venkitraman Anand does not hold any equity shares in the Company.

No director, key managerial personnel, or their relatives except Mr. Venkitraman Anand, to whom the resolution relates, is interested in or concerned with the resolution in Item No. 3. The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

7. Pecuniary Relationship: Except the payment of remuneration for his service as Whole Time Director as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with any managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

Not applicable as the Company have posted a net profit of ₹ 36.13 Crores for the year ended March 31, 2021

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

Not applicable as the Company have posted net profit of ₹ 36.13 Crores for the year ended March 31, 2021

IV: There is no severance fee or stock option available to him

Resolution No.4

Mr.Cherian M George, (DIN:07916123) Whole Time Director of the Company was appointed as Whole Time Director of the Company vide Postal Ballot and E-voting on April 15, 2019 for a period of three years with effect from February 13, 2019. His term will expire on February 12, 2022. The Board of Directors at its meeting held on August 12, 2021 have reappointed Mr. Cherian M George based on recommendation of Nomination and Remuneration Committee for a further period of 3 years commencing from February 13, 2022 till February 12, 2025 subject to approval of Shareholders.



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. The terms and conditions of his appointment as recommended by the Nomination and Remuneration Committee and Audit Committee are as set out below.

1. Period: Three years from February 13, 2022 to February 12, 2025
2. Remuneration: Consolidated Pay not exceeding ₹ 1 Crore per annum
3. Perquisites

Medical expenses reimbursement for self and family will be in accordance with Company's policy and is limited to actuals on production of treatment bills.

The draft of the Agreement proposed to be entered into by the Company with Mr. Cherian Manamel George is available for electronic inspection without any fee by the members up to the date of the Annual General Meeting during normal business hours of the Company.

I. The General Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is same as mentioned above for resolution 3.

II. INFORMATION ABOUT Mr. CHERIAN MANAMEL GEORGE

1. Mr Cherian Manamel George, has done BA & LLB from Bangalore University and Post Graduate Diploma in Business Administration from St Josephs College, Bangalore. He has 26 years of experience with Harrisons Malayalam Ltd (HML) and has deep knowledge in Plantation Business and allied Business. Mr. Cherian Manamel George Joined HML in 1995 as Asst. Manager in Tea Estates and moved on to Setting up of a new Vertical - Bought Leaf Operations in 2000. In 2006 he was moved to head office to be part of HR & IR team and later became General Manager HR in 2010. In 2015 he took Responsibility of Tea Sales & Marketing and in 2016 became the Vice President Tea Division. He was Elevated as Business Head of SBU –B with (both Tea & Rubber Business) in April 2018. Currently he is Executive Committee Member, Association of Planters of Kerala. Executive Committee Member, United Planters Association of South India, Member of Plantation Labour Committee, Kerala, Advisory board Member of Xavier School of Sustainability, Bhubaneswar.
2. Past Remuneration: ₹ 47.83 Lakhs
3. Recognition and Awards: Nil
4. Job Profile and Suitability - Mr. Cherian Manamel George has been entrusted with the responsibilities to manage the affairs of the Company on a day to day basis. With his experience in plantations, he has gained considerable expertise in managing the plantations business
5. Remuneration Proposed as detailed above in explanatory statement
6. Comparative remuneration profile with respect to industry, size of company ,profile of the position and person:

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 9,750 number of employees as on March 31, 2021. The Company has a paid up capital of ₹ 18.45 Crores and is listed in the BSE Ltd. and National Stock Exchange of India Ltd. with approximately 26000 Shareholders. Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr. Cherian Manamel George, Whole Time Director is in line with other similar companies..

Mr. Cherian Manamel George does not hold any equity shares in the Company. No director, key managerial personnel, or their relatives except Mr. Cherian Manamel George, to whom the resolution relates, is interested in or concerned with the resolution in Item No. 4. The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

7. Pecuniary Relationship:

Except the payment of remuneration for his service as Whole Time Director as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with any managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:
Not applicable as the Company have posted a net profit of ₹ 36.13 Crores for the year ended March 31, 2021
2. Steps taken or proposed to be taken for improvement:
Not applicable as the Company have posted net profit of ₹ 36.13 Crores for the year ended March 31, 2021

IV. There is no severance fee or stock option available to him

Resolution No. 5

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Ms. Rusha Mitra as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective February 11, 2021. Pursuant to the provisions of Section 161 of the Act and Article 93 of the Articles of Association of the Company, Ms. Rusha Mitra will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Ms. Rusha Mitra for the office of Director. The Company has received from Ms. Rusha Mitra (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and other requisite disclosures. The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Ms. Rusha Mitra as an Independent Director of the Company for a period of 5 years commencing from February 11, 2021. Ms. Rusha Mitra, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Ms. Rusha Mitra is a person of integrity, fulfils the conditions of appointment specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the draft letter for the appointment of Ms. Rusha Mitra as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members up to the date of the Annual General Meeting during normal business hours of the Company. The profile and details regarding of Ms. Rusha Mitra are provided as annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Rusha Mitra, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the Members

Item No. 6 - Ratification of Cost Auditors Remuneration

The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee, has approved in their Meeting held on June 10, 2021, the appointment and remuneration of M/s. Shome & Banerjee, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2022 at a remuneration of ₹ 2,75,000 (Rupees Two Lakhs Seventy Five Thousand only) plus applicable taxes. In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends passing of the Resolution as set out under Item No. 6 of the Notice for approval by the Members

By Order of the Board of Directors

Binu Thomas
Company Secretary
(M.No FCS 11208)

Place : Kochi
Date : August 12, 2021

HARRISONS MALAYALAM LIMITED
CIN: L01119KL1978PLC002947

Registered Office:

24/1624, Bristow Road, Willingdon Island, Cochin - 682003
Phone: 0484-2668023 | Fax: 0484-2668024
Website: www.harrisonsmalayalam.com | email: hmlcorp@harrisonsmalayalam.com

ANNEXURE A TO THE NOTICE

Details of Directors' seeking Re-appointment/Appointment at the Annual General Meeting pursuant to Regulation 26(4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Kaushik Roy	Mr. Cherian M. George	Mr. Venkitraman Anand	Ms. Rusha Mitra
DIN	06513489	07916123	07448834	08402204
Age	56 years	52 years	58 years	36 years
Date of Birth	28/03/1965	18/01/1969	08/06/1963	20/03/1985
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	February 16, 2015	February 13, 2019	October 1, 2018	February 11, 2021
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any director and Key Managerial Personnel of the Company.	He is not related to any director and Key Managerial Personnel of the Company.	He is not related to any director and Key Managerial Personnel of the Company	She is not related to any director and Key Managerial Personnel of the Company
Qualification	M. Tech (Mechanical) from IIT- Kharagpur, and an alumnus of IMD-Switzerland. Degree in Business Administration from University of Tokyo.	Mr. Cherian Manamel George, has done BA & LLB from Bangalore University and Post Graduate Diploma in Business Administration from St Josephs College, Bangalore.	Mr. Venkitraman Anand is a Commerce Graduate and has successfully completed the Business Leadership Programme conducted by the Murugappa Group in partnership with Indian Institute of Management, Bangalore	Ms. Rusha Mitra is a Law Graduate from W.B. National University of Juridical Sciences, Kolkata.
Expertise in specific functional areas	Mr. Kaushik Roy aged 56 years was appointed as the Non-Executive Director of the company on February 16, 2015. Mr. Kaushik Roy has a vast multi-functional business experience, spanning over two decades across different sectors like, Tyre and Cement.. Mr. Kaushik Roy is the Managing Director of PCBL. He took on the responsibility of providing leadership to PCBL from January 2013. He is widely acclaimed for bringing in a new era of leadership at PCBL. Prior to PCBL, he has been associated with Apollo Tyres Limited in various leadership roles and has also been a Management Board Member of the Company. He is a regular visiting faculty for various Management Institutions and also a speaker in various Conferences held across the globe. Mr. Kaushik Roy is a member of the Managing Committee of the Bengal Chamber of Commerce and Industry (BCC&I).	Mr. Cherian M. George has 25 years of experience with Harrison's Malayalam Ltd (HML) and has deep knowledge in Plantation and allied Business. Mr. George Joined HML in 1995 as an Asst. Manager in Tea Estates and moved on to Setting up of a new Vertical - Bought Leaf Operations in 2000. In 2006 he was moved to Head Office to be part of HR & IR team and later became Gen Manager HR in 2010. In 2015 he took Responsibility of Tea Sales & Marketing and in 2016 became the Vice President Tea Division. He was Elevated as Business Head with (both Tea & Rubber Business) in April 2018. During his tenure in HML he had made significant contribution to the business, growth and performance excellence of the company.	Mr. Venkitraman Anand joined HML in 2018 and has work experience of over 37 years in diverse business & functional areas. After starting his career with Rungamattai Tea & Industries Limited and working there for around 12 years he joined Parry Agro Industries Limited the plantation arm of the Murugappa Group and worked with them for around 17 years. In his tenure with Parry Agro Industries Limited he had a high performance career growth from Manager (Business Coordination) to a SBU Head. He then joined Aspinwall and Company Limited a leading exporter of specialty Coffee as the Chief Executive and was inducted into their Board and re-designated as Executive Director. Other areas of accomplishments include his outstanding abilities in implementing best practices and quality assurance, improving the quality management system, creating tracking systems, and implementing safety & operations processes.	Ms. Rusha Mitra is a Partner in the Corporate & Commercial practice group in Khaitan & Co., Kolkata. Ms. Mitra specialises in corporate restructuring, mergers, acquisitions, demergers, reconstructions, re-organisation and advises companies on wide range of corporate law matters and Insolvency & Bankruptcy related matters. Ms. Mitra has over the years advised prominent clients in various business sectors on wide-ranging areas of practice including constitutional writs, suits, arbitrations, mismanagement and oppression petitions, winding up and other commercial and civil litigation matters before High Courts, National Company Appellate Law Tribunal, National Company Law Tribunals and other Quasi-judicial authorities in various jurisdictions including Kolkata, Chennai, Bhubaneswar, Jaipur, Gauhati and Shillong.



Name of the Director	Mr. Kaushik Roy	Mr. Chierian M. George	Mr. Venkitraman Anand	Ms. Rusha Mitra
Number of shares held in the Company & % of holding	Nil	Nil	Nil	Nil
List of Directorships held in other Public Limited Companies	Philips Carbon Black Ltd. Spencer International Hotels Ltd. STEL Holdings Ltd.	Harmony Plantations Limited Enchanting Plantations Limited Malayalam Plantations Limited	Nil	Naga Dhunseri Group Ltd. Lux Industries Ltd. Philips Carbon Black Ltd. GKW Ltd. Texmaco Rail & Engg Ltd. GMC0 Ltd. Rainbow Investments Limited
Chairmanships / Memberships of Committees in other Public Limited Companies (Includes Audit Committee [AC] and Stakeholders Relationship Committee [SRC])	1	Nil	Nil	Nil
Number of Board meetings attended during the FY 2020 - 21	Held- 7 Attended- 6	Held - 7 Attended - 7	Held - 7 Attended - 7	Held - 7 Attended - 2

Note: For more details like remuneration drawn, etc. please refer to the Corporate Governance section of the Annual Report.