



# Harrisons Malayalam Limited

24/1624, Bristow Road, Willingdon Island, Cochin 682003

CIN: L01119KL1978PLC002947

Website: [www.harrisonsmalayalam.com](http://www.harrisonsmalayalam.com) Email id: [secretarial@harrisonsmalayalam.com](mailto:secretarial@harrisonsmalayalam.com)

Tel: 0484-2668023 Fax: 0484-2668024

28<sup>th</sup> September, 2023

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai, Maharashtra – 400051 Symbol: <u>HARRMALAYA</u>	The Secretary Bombay Stock Exchange Limited Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra – 400001 Scrip Code: <u>500467</u>
---	--

Dear Sir / Madam,

**Sub: Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 46<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2023**

This is to inform that the 46<sup>th</sup> Annual General Meeting of the Company was duly held on Wednesday the 27<sup>th</sup> day of September, 2023 at 12:00 Noon through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). All the resolutions mentioned in the Notice of the Annual General Meeting dated 10<sup>th</sup> August, 2023 have been duly passed by the shareholders.

A copy of the combined Scrutinizer Report on remote e-voting and the e-voting provided at the 46<sup>th</sup> Annual General Meeting is also attached herewith.

The afore-mentioned information is available on the web site of the Company at [www.harrisonsmalayalam.com](http://www.harrisonsmalayalam.com) and on the web site of CDSL India Ltd. at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take this information on record.

For **HARRISONS MALAYALAM LIMITED**

**BINU THOMAS**  
Company Secretary

Encl.



# Harrisons Malayalam Limited

24/1624, Bristow Road, Willingdon Island, Cochin 682003

CIN: L01119KL1978PLC002947

Website: [www.harrisonsmalayalam.com](http://www.harrisonsmalayalam.com) Email id: [secretarial@harrisonsmalayalam.com](mailto:secretarial@harrisonsmalayalam.com)

Tel: 0484-2668023 Fax: 0484-2668024

---

**Declaration of results of the voting on resolution(s) set out in the  
Notice of the 46<sup>th</sup> Annual General Meeting of the Company held through  
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 27<sup>th</sup> September, 2023**

The 46<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 27<sup>th</sup> September, 2023, at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time to seek the approval of the members on the Resolution(s) as set out in the Notice of the said meeting dated 10<sup>th</sup> August, 2023.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the said MCA Circulars and SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 46<sup>th</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company had appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting process provided at the 46<sup>th</sup> Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 46<sup>th</sup> Annual General Meeting dated 27<sup>th</sup> September, 2023, which is attached hereto.

Based on the combined report of the Scrutinizer dated 27<sup>th</sup> September, 2023, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice dated 10<sup>th</sup> August, 2023, as detailed herein below, have been duly passed by the shareholders with requisite majority.

### **Item No.1 – Ordinary Resolution**

Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 along with the Audited Consolidated Financial Statements for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	107	1,00,21,249	--
(b) Less: Invalid votes	1	470	--
(c) Net Valid E-Votes	106	1,00,20,779	100.00
- Assent	97	1,00,20,692	100.00
- Dissent	9	87	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

### **Item No.2 – Ordinary Resolution**

Re-appointment of Mr. Kaushik Roy (DIN:06513489) as Director, who retires by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	107	1,00,21,249	--
(b) Less: Invalid votes	1	470	--
(c) Net Valid E-Votes	106	1,00,20,779	100.00
- Assent	94	1,00,20,680	100.00
- Dissent	12	99	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

### **Item No.3 – Special Resolution**

Approval for reappointment of Mr. Venkitraman Anand (DIN: 07446834) as Whole Time Director of the Company for a period commencing from August 1, 2023 to July 31, 2024 and the remuneration payable to him.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	107	1,00,21,249	--
(b) Less: Invalid votes	1	470	--
(c) Net Valid E-Votes	106	1,00,20,779	100.00
- Assent	96	1,00,20,685	100.00
- Dissent	10	94	Negligible

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

### **Item No.4 – Special Resolution**

Approval for re-appointment of Mr. P. Rajagopalan (DIN: 02817068), who is above the age of seventy five (75) years, as an Independent Director of the Company for a second term of five consecutive years with effect from February 13, 2024 up to February 12, 2029.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	107	1,00,21,249	--
(b) Less: Invalid votes	1	470	--
(c) Net Valid E-Votes	106	1,00,20,779	100.00
- Assent	93	1,00,03,811	99.83
- Dissent	13	16,968	0.17

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

**Item No.5 – Ordinary Resolution**

Ratification of the remuneration payable to Cost Auditor for the financial year ending March 31, 2024.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	107	1,00,21,249	--
(b) Less: Invalid votes	1	470	--
(c) Net Valid E-Votes	106	1,00,20,779	100.00
- Assent	96	1,00,20,685	100.00
- Dissent	10	94	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Thanking You,  
For **HARRISONS MALAYALAM LIMITED**

**BINU THOMAS**  
Company Secretary

**Date** : 28<sup>th</sup> September, 2023  
**Place** : Cochin

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**  
**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

To  
The Chairperson  
46<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. HARRISONS MALAYALAM LTD**  
(CIN: L01119KL1978PLC002947)  
Held on Wednesday, 27<sup>th</sup> September, 2023, at 12:00 PM (IST)  
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's report on remote e-voting process and e-voting conducted at  
the 46<sup>th</sup> Annual General Meeting of M/s. Harrisons Malayalam Ltd held on  
27<sup>th</sup> September, 2023**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. HARRISONS MALAYALAM LTD** ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 46<sup>th</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the 46<sup>th</sup> Annual General Meeting on the resolution(s) as set out in the Notice convening the 46<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 27<sup>th</sup> September, 2023 at 12:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.



The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means on the resolution(s) as set out in the Notice convening the 46<sup>th</sup> Annual General Meeting dated 10<sup>th</sup> August, 2023.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 46<sup>th</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 5 in the Notice convening the 46<sup>th</sup> Annual General Meeting of the Company dated 10<sup>th</sup> August, 2023, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC / OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not applicable for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

Further, in addition to the above, I submit my report as under

- a. The Notice dated 10<sup>th</sup> August, 2023 convening the 46<sup>th</sup> Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 46<sup>th</sup> Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited (LI IPL) through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the Notice of the 46<sup>th</sup> Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the Central Depository Services (India) Limited (CDSL) for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Sunday, the 24<sup>th</sup> day of September, 2023 at 09:00 AM (IST) and ended on Tuesday, the 26<sup>th</sup> day of September, 2023 at 05:00 PM (IST). During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 20<sup>th</sup> September, 2023 were entitled to vote on the resolution(s) set out in the Notice of the 46<sup>th</sup> Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Tuesday, 26<sup>th</sup> September 2023 at 05:00 PM (IST).



- d. Upon the commencement of the 46<sup>th</sup> Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 46<sup>th</sup> Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution(s) through remote e-voting, to cast their vote through e-voting facility at the said 46<sup>th</sup> Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 27<sup>th</sup> September 2023 in the presence of Mr. John Manoj A (Witness No.1) and Ms. Harshapradha (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the Central Depository Services (India) Limited (CDSL).
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of Central Depository Services (India) Limited (CDSL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.5 in the Notice convening the 46<sup>th</sup> Annual General Meeting as under:





Ordinary Business

Resolution No: 1

**Ordinary resolution**

Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 along with the Audited Consolidated Financial Statements for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	97	1,00,20,692	100.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>97</b>	<b>1,00,20,692</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	9	87	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>9</b>	<b>87</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	470
<b>Total Voting</b>	<b>1</b>	<b>470</b>

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



## Resolution No: 2

### Ordinary resolution

Re-appointment of Mr. Kaushik Roy (DIN:06513489) as Director, who retires by rotation

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	94	1,00,20,680	100.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>94</b>	<b>1,00,20,680</b>	<b>100.00</b>

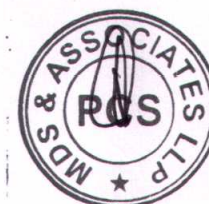
### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	12	99	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>12</b>	<b>99</b>	<b>Negligible</b>

### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	470
<b>Total Voting</b>	<b>1</b>	<b>470</b>

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



## Resolution No: 3

### Special resolution

Approval for reappointment of Mr. Venkitraman Anand (DIN: 07446834) as Whole Time Director of the Company for a period commencing from August 1, 2023 to July 31, 2024 and the remuneration payable to him

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	96	1,00,20,685	100.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>96</b>	<b>1,00,20,685</b>	<b>100.00</b>

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	10	94	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>10</b>	<b>94</b>	<b>Negligible</b>

### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	470
<b>Total Voting</b>	<b>1</b>	<b>470</b>

Note: Thus, the Special Resolution as given in Item No. 3 may be considered as passed with requisite majority.



**Resolution No: 4**

**Special resolution**

Approval for re-appointment of Mr. P. Rajagopalan (DIN: 02817068), who is above the age of seventy five (75) years, as an Independent Director of the Company for a second term of five consecutive years with effect from February 13, 2024 up to February 12, 2029

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	93	1,00,03,811	99.83
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>93</b>	<b>1,00,03,811</b>	<b>99.83</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	13	16,968	0.17
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>13</b>	<b>16,968</b>	<b>0.17</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	470
<b>Total Voting</b>	<b>1</b>	<b>470</b>

Note: Thus, the Special Resolution as given in Item No. 4 may be considered as passed with requisite majority.



# MDS & Associates LLP

Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 5

### Ordinary resolution

Ratification of the remuneration payable to Cost Auditor for the financial year ending March 31, 2024

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	96	1,00,20,685	100.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>96</b>	<b>1,00,20,685</b>	<b>100.00</b>

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	10	94	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>10</b>	<b>94</b>	<b>Negligible</b>

### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	470
<b>Total Voting</b>	<b>1</b>	<b>470</b>

Note: Thus, the Ordinary Resolution as given in Item No. 5 may be considered as passed with requisite majority.

Yours faithfully

*Based on the Scrutinizer's Report, the Resolution Nos. 1 to 5 have been duly passed with requisite majority*

For MDS & Associates LLP  
Company Secretaries

*M. D. Selvaraj*

M D Selvaraj  
Managing Partner  
FCS No: 960 / CP No: 411  
Peer Review No: 3030/2023  
UDIN:F000960E001103094

Place : Coimbatore

Date : 27<sup>th</sup> September 2023

