



Harrison's Malayalam Limited

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

CIN: L01119KL1978PLC002947

Website: www.harrisonsmalayalam.com Email id: secretarial@harrisonsmalayalam.com

Tel: 0484-2668023 Fax: 0484-2668024

7th September, 2019

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 st Floor, New Trading Ring, Rotunda Building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra – 400001 Scrip Code: 500467
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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 42nd Annual General Meeting of the Company held on 6th September, 2019.

This is to inform that the 42nd Annual General Meeting of the Company was duly held on Friday the 6th day of September, 2019 at 11:00 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India and all the resolutions in the Notice of the Annual General Meeting dated 12th August, 2019 have been duly passed by the shareholders.

A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 42nd Annual General Meeting is also attached herewith.

The afore mentioned information is available on the web site of the Company at www.harrisonsmalayalam.com and on the web site of CDSL India Ltd. at www.evotingindia.com.

Kindly take this intimation on record.

For **HARRISONS MALAYALAM LIMITED**


BINU THOMAS
Company Secretary



Encl: As above



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Declaration of results of the voting on resolution(s) set out in the Notice of the 42nd Annual General Meeting of the Company held on 6th September, 2019

The 42nd Annual General Meeting of the Company was held on Friday the 6th day of September, 2019 at 11:00 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 12th August, 2019.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 42nd Annual General Meeting, on the below mentioned resolution(s). Accordingly, the Company has appointed Mr. M D Selvaraj, Practicing Company Secretary of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and voting through poll in a fair and transparent manner and to ascertain the requisite majority.

The Scrutinizer has submitted his Combined Report on remote e-voting process and voting through poll dated 7th September, 2019, which has been attached hereto.

Accordingly, based on the report of the Scrutinizer dated 7th September, 2019, it is hereby declared that the Resolution(s) under Item No(s).1 to 7 set out in the Notice dated 12th August, 2019, as detailed herein below, have been duly passed by the shareholders.



Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company (both standalone and consolidated) for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

Item No.2 – Ordinary Resolution

Appointment of a Director in the place of Mr. Kaushik Roy (DIN 06513489), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.



Item No.3 – Special Resolution

Re-appointment of Mr. Golam Momen (DIN:00402662), as an Independent Director of the Company for a second term of 5 consecutive years with effect from 01.10.2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

Item No.4 – Special Resolution

Re-appointment of Mr. J. M. Kothary (DIN: 00015254) as an Independent Director of the Company for a second term of 5 consecutive years with effect from 01.10.2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%



Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

Item No.5 – Special Resolution

Continuance of Directorship of Mr. P. Rajagopalan (DIN: 02817068), Independent Director of the Company, on attaining the age of 75 (seventy five) years on October 15, 2022.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

Item No.6 – Special Resolution

Re-appointment of Mr. V. Venugopal as Manager of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms / Abstained	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%



Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

Item No.7 – Ordinary Resolution

Ratification of the remuneration payable to M/s. Shome & Banerjee (FRN 000001), Cost Auditor for the financial year ending on 31.03.2020 in terms of Section 148 of the Companies Act, 2013.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	74	92,77,374	--
(b) Less: Invalid Ballot Forms / Abstained	1	30	--
(c) Net Valid Ballot Forms / E-Votes	73	92,77,344	100.00%
- Assent	64	92,76,723	99.99%
- Dissent	9	621	0.01%

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

For **HARRISONS MALAYALAM LIMITED**


BINU THOMAS
Company Secretary



Date : 7th September, 2019
Place : Kochi



MDS & Associates
Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.
Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL
(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and
Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)

To
The Chairman
42nd Annual General Meeting of the Equity Shareholders of
M/s. HARRISONS MALAYALAM LIMITED
(CIN: L01119KL1978PLC002947)
Held on Friday the 6th day of September, 2019 at 11:00 AM at
Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road,
Cochin-682 016, Kerala, India

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll
conducted at the 42nd Annual General Meeting of M/s. Harrisons
Malayalam Ltd held on 6th September, 2019

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. **HARRISONS MALAYALAM LIMITED** ("the Company") as the Scrutinizer for the remote e-voting process held between Tuesday, the 3rd day of September, 2019 at 9:00 AM till Thursday the 5th day of September, 2019 at 5:00 PM and for the poll taken at the 42nd Annual General Meeting of the Company held on Friday the 6th day of September, 2019 at 11:00 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India, on the Resolution(s) set out under Item No.1 to Item No.7 in the Notice convening the said 42nd Annual General Meeting dated 12th August, 2019.

Responsibility of the Management

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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 42nd Annual General Meeting dated 12th August, 2019.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 42nd Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No(s).1 to 7 in the Notice convening the 42nd Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 42nd Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 7th September, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 7th September, 2019 in the prescribed Form No.MGT-13 on the Poll taken at the 42nd Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Ordinary BusinessResolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company (both standalone and consolidated) for the financial year ended March 31, 2019 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 Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30



Ordinary Business

Resolution No: 2

Ordinary resolution

Appointment of a Director in the place of Mr. Kaushik Roy (DIN 06513489), who retires by rotation and being eligible, offers himself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30



Special Business

Resolution No: 3

Special resolution

Re-appointment of Mr. Golam Momen (DIN:00402662), as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30



Special Business

Resolution No: 4

Special resolution

Re-appointment of Mr. J. M. Kothary (DIN: 00015254) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f 01.10.2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30



Special Business

Resolution No: 5

Special resolution

Continuance of Directorship of Mr. P. Rajagopalan (DIN: 02817068), Independent Director of the Company, on attaining the age of 75 (seventy five) years on October 15, 2022.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30



Special Business

Resolution No: 6

Special resolution

Re-appointment of Mr. V. Venugopal as Manager of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30



Special BusinessResolution No: 7

Ordinary resolution

Ratification of the remuneration payable to M/s. Shome & Banerjee (FRN 000001), Cost Auditor for the financial year ending on 31.03.2020 in terms of Section 148 of the Companies Act, 2013.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	40	92,74,921	99.99
Poll	24	1,802	100.00
Total Voting	64	92,76,723	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	621	0.01
Poll	0	0	0.00
Total Voting	9	621	0.01

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	30
Total Voting	1	30

Based on the Scrutinizer's Report
Resolution(s) No(s).1 to 7 have been
passed with requisite majority

For HARRISONS MALAYALAM LTD.

Date : 7th September, 2019
Place : Coimbatore


Binu Thomas
Company Secretary

Yours faithfully


M.D. SELVARAJ
MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 021