



Harrisons 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

19th April, 2023

Bombay Stock Exchange Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001 Symbol: 500467	National Stock Exchange of India Ltd. "Exchange Plaza", Bandra Kurla Complex Bandra (E) Mumbai - 400 051 Symbol: HARRMALAYA
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Dear Sir/Madam,

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In furtherance to our intimation dated 31st March, 2023 and pursuant to Regulation 30 Securities Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 31st March, 2023, which has been sent to the shareholders of the Company on 19th April, 2023 for obtaining approval of members on the following business by means of a special resolution:

1. To ratify and appoint Mr. Noshir Naval Framjee (DIN: 01646640), who is aged above 75 years, as an Independent Director of the Company for a first term of five consecutive years commencing from 31st March, 2023. (Special Resolution)

In compliance with the General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), the Postal Ballot notice dated 31st March, 2023 has been sent to all the shareholders, whose names appears in the Register of Members / List of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with Company / Depositories as on Friday, 14th April, 2023 (Cut - off date) and accordingly, the hard copy of the said Postal Ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the shareholders. The shareholders have been requested to communicate their assent or dissent through remote e-voting system only.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its members on the resolution set out in the said Postal Ballot notice.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are:

1	Cut-off date for determining the members eligible for e-voting/Postal Ballot	14 th April, 2023
2	Date of completion of dispatch of the Postal Ballot notice through e-mail	19 th April 2023
3	Date of commencement of Remote e-voting	20 th April 2023 at 09:00 am (IST)
4	Date of conclusion of Remote e-voting	19 th May 2023 at 05:00 pm (IST)

A copy of the Postal Ballot Notice has been made available on the Company's website at www.harrisonsmalayalam.com. The result of the Postal Ballot voting will be announced within 48 hours from the conclusion of the remote e-voting by placing the same on the website of the Company and the same will be communicated to the stock exchange(s) along with Scrutinizer's Report within the prescribed time.

Kindly take the same on record.

Yours faithfully,
For HARRISONS MALAYALAM LTD.

BINU THOMAS
Company Secretary



Harrisons Malayalam Limited

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

CIN: L01119KL1978PLC002947

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POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the members of Harrisons Malayalam Limited ("the Company"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following resolution (as indicated herein below) is proposed to be passed through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

1. To ratify and appoint Mr. Noshir Naval Framjee (DIN: 01646640), who is aged above 75 years, as an Independent Director of the Company for a first term of five consecutive years commencing from 31st March, 2023 (Special Resolution)

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide their Resolution passed by circulation in accordance with Section 175 of the Companies Act, 2013 on Friday, 31st March, 2023, has appointed Mr. Noshir Naval Framjee, who is aged above 75 years, as an Additional Director of the Company with effect from 31st March, 2023, in the capacity as Independent, with an intention to appoint him as an Independent Director for the first term of five consecutive years commencing from 31st March, 2023 to 30th March, 2028, subject to the approval of the members of the Company by means of passing a special resolution in terms of Section 149, 150(2), 152(2) of the Companies Act, 2013 read with Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The statement setting out the material facts concerning the resolution set out in Item No. 1 of this Postal Ballot Notice dated 31st March, 2023 pursuant to Section 102(1) of the Companies Act, 2013 is annexed and form part of this notice. The Postal Ballot Notice dated 31st March, 2023 is also placed on the website of the Company www.harrisonsmalayalam.com.

Pursuant to the aforesaid MCA Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all the members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.

The Board of Directors of the Company, vide their Resolution passed by circulation in accordance with Section 175 of the Companies Act, 2013 on Friday, 31st March, 2023, has appointed Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, "Surya Enclave", No.37, May Flower Avenue, Sowripalayam Road, Coimbatore - 641028, as the Scrutinizer for conducting the Postal

Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the Members of the Company. Please refer the instructions for e-voting given hereinafter the proposed resolution, to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from 09:00 AM (IST) on Thursday, April 20, 2023 to 05:00 PM (IST) on Friday, May 19, 2023 (both days inclusive). Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 05:00 PM (IST) Friday, May 19, 2023.

The Scrutinizer shall submit his report to a Director or any person duly authorized by a Director of the Company. The results of the postal ballot voting will be announced within 48 hours from the closing of the e-voting platform and the same along with the Scrutiniser's report will be displayed on the website of the Company. The results will also be made available on the website of the Central Depository Services (India) Limited (CDSL), www.evotingindia.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares are listed, for dissemination.

In the event the resolution, as set out under Item No.1 below, is assented by the requisite majority of the members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Friday, May 19, 2023 being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting means:

Item No.1:

To ratify and appoint Mr. Noshir Naval Framjee (DIN: 01646640), who is aged above 75 years, as an Independent Director of the Company for a first term of five consecutive years commencing from 31st March, 2023.

To consider and if thought fit, to pass the following resolution as a **Special Resolution** by giving assent or dissent:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the Articles of Association of the Company, the consent and approval of the members be and is hereby accorded for ratification and appointment of Mr. Noshir Naval Framjee (DIN: 01646640), who was appointed as an Additional Director of the Company with effect from 31st March, 2023 and who is aged above 75 years and who has given his consent for appointment and who has submitted a declaration to the effect that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, as an Independent Director of the Company for a first term of 5 (five) consecutive years effective from 31st March, 2023 to 30th March, 2028, whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out the material facts relating to the special business mentioned under Item No.1 in the accompanying Postal Ballot Notice dated 31st March, 2023 and shall be taken as forming part of the Notice:

Based on the recommendation of the Nomination and Remuneration Committee and being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, vide their Resolution passed by circulation in accordance with Section 175 of the Companies Act, 2013 on Friday, 31st March, 2023, has appointed Mr. Noshir Naval Framjee (DIN: 01646640), who is aged above 75 years, as an Additional Director of the Company, with effect from 31st March, 2023, in the capacity as Independent, with an intention to appoint him as an Independent Director for the first term of five consecutive years commencing from 31st March, 2023 to 30th March, 2028, subject to the approval of the members of the Company by means of passing a special resolution, in order to fill up the casual vacancy caused due to the untimely and sudden demise of Mr. Golam Momen (DIN:00402662), Independent Director.

Pursuant to Regulation 25(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 and Schedule IV of the Companies Act, 2013, the Company is required to fill up the casual vacancy by appointing a new Independent Director at the earliest but not later than 3 months from the date of such vacancy.

Mr. Noshir Naval Framjee (DIN: 01646640), being the appointee Independent Director, have expressed his consent for appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

Members are informed that pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier. Further, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Accordingly, the justification for appointment of Mr. Noshir Naval Framjee (DIN: 01646640), who is above the age of seventy five years, as an Independent Director for a term of 5 (five) consecutive years commencing from 31st March, 2023 up to 30th March, 2028 is appended below, as reviewed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Mr. Noshir Naval Framjee (DIN: 01646640) (aged 81 years) has over 4 decades of rich and vast experience in the Corporates. Mr. Noshir Naval Framjee (DIN: 01646640) graduated in Electrical Engineering, from Banaras Hindu University and has completed General Management Course for Senior Management, ASCI, Hyderabad and also Advance Course in IR&HR, ASCI, Hyderabad. Mr. Noshir Naval Framjee (DIN: 01646640) has been a member, both at national & local level committees, of several all India Chambers of Commerce & Industry. He was the President of Calcutta Management Association during 2003-2004.

Considering his knowledge, skills, experience and integrity, the Board of Directors is of the opinion that his appointment as an Independent Director would be in the best interest and highly beneficial to the Company. In the opinion of the Board, Mr. Noshir Naval Framjee (DIN: 01646640) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Mr. Noshir Naval Framjee (DIN: 01646640) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.1 of this notice, for the ratification and approval of the members.

A copy of the draft letter of appointment setting out the terms and conditions of the appointment of Mr. Noshir Naval Framjee (DIN: 01646640) as an Independent Director would be available for inspection by the Members electronically on the Company's website (www.harrisonmalayalam.com) and also, at the Registered Office of the Company on any normal working day of the Company (excluding Saturdays) between 11.00 AM (IST) and 1.00 PM (IST), up to Friday, May 19, 2023 (being last date for receipt of votes through postal ballot/electronic means), without any fees.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Noshir Naval Framjee (DIN: 01646640), the appointee Independent Director, are financially or otherwise concerned or interested in the Special Resolution mentioned at Item No. 1 of this Notice.

Notes:

1. The Statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. M.D.Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, "Surya Enclave", No.37, May Flower Avenue, Sowripalayam Road, Coimbatore – 641028 as the Scrutinizer for conducting the postal ballot in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited (CDSL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **09:00 AM (IST) on Thursday April 20, 2023 to 05:00 PM (IST) on Friday May 19, 2023 (both days inclusive)**. The e-voting module shall be disabled by CDSL for voting thereafter.
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Friday, April 14, 2023 ("Cut-off date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (LI IPL) ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the relevant Circulars issued by the Ministry of Corporate Affairs during the year(s) 2020, 2021 and 2022 respectively ("MCA Circulars").

6. All the Members of the Company whose names are appearing on the Register of Members /List of Beneficial Owners as on the cut-off date i.e., Friday, April 14, 2023 ("Cut-off date") (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
7. Please note that e-voting module shall be disabled for voting by Central Depository Services (India) Limited ("CDSL") after **05:00 PM (IST) on Friday, May 19, 2023**. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as **on Friday, April 14, 2023 ("Cut-off date")**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Any query/grievance may please be addressed to the Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: cs@harrisonsmalayalam.com or may contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com
9. Those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses submitted by following the procedure given below:
 - (i) Shareholders holding shares in physical form are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at coimbatore@linkintime.co.in. Members may download the prescribed forms from the Company's website at www.harrisonsmalayalam.com.
 - (ii) In the case of shares held in demat mode, the shareholder may please contact the concerned Depository Participant and register the email address in the demat account as per the process followed and advised by the DP.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to vote through postal ballot means by remote e-voting means on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the company to cs@harrisonsmalayalam.com
12. As per the green initiatives taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the company to serve documents in electronic mode.
13. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the e-voting.
14. The Scrutinizer will submit his report after completion of scrutiny, within 48 hours from the closure of the e-voting platform. A Director or any other person authorised by a Director of the Company will announce the results of the Postal Ballot process within the prescribed time by placing the same on the Company's website www.harrisonsmalayalam.com. The results will also be made available

on the website of the CDSL, www.evotingindia.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares are listed, for dissemination.

15. **The instructions for Shareholders for remote e-voting are as under:**

- a) The remote e-voting period commences from **9:00 AM (IST) on Thursday, April 20, 2023 to 5:00 PM (IST) on Friday, May 19, 2023 (both days inclusive)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Friday, April 14, 2023, shall be entitled to cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 5.00 PM (IST) on Friday, May 19, 2023.
- b) 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 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 the e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) 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 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 Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) 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.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizers for verification.
- (xiv) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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 scrutinizers to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory 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 Scrutinizers viz. mds@mdsassociates.in and to the Company viz., cs@harrisonsmalayalam.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizers to verify the same.

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

Those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses submitted by following the procedure given below:

- (i) Shareholders holding shares in physical form are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at coimbatore@linkintime.co.in. Members may download the prescribed forms from the Company's website at www.harrisonsmalayalam.com.

(ii) In the case of shares held in demat mode, the shareholder may please contact the concerned Depository Participant and register the email address in the demat account as per the process followed and advised by the DP.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 at toll free no. 1800 22 55 33.

**By Order of the Board of Directors
For Harrisons Malayalam Limited**

Date : 31.03.2023

Place : Kochi

**Binu Thomas
Company Secretary**

DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI

Name	Mr. Noshir Naval Framjee
Director Identification Number	01646640
DOB/ Age	20.11.1941 / 81 years
Nationality	Indian
Date of first appointment on the Board	31.03.2023
Experience & Areas of expertise	Four decades of rich and vast experience in Corporate in Senior Management position
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Noshir Naval Framjee (DIN: 01646640) meets the following skills and capabilities required for the role of Independent Director, as have been identified by the Board of Directors of the Company: <ul style="list-style-type: none"> • CEO/Senior Management Experience • General management and Business Operations
Inter-se relationship with other Directors	Not related to any other Director / KMP
Qualification	Graduate in Electrical Engineering from Banaras Hindu University and has completed General Management Course for Senior Management, and advance course in IR & HR from ASCI, Hyderabad
No. of shares held in the Company including share-holding as a beneficial owner	Nil
List of other companies in which Directorship held	1. Apricot Foods Private Limited 2. Noida Power Company Limited 3. Saregama India Limited 4. Haldia Energy Limited 5. Integrated Coal Mining Limited 6. Crescent Power Limited 7. PCBL (TN) Limited 8. RPSG Sports Pvt Ltd 9. RPSG Sports Ventures Pvt Ltd
Names of listed entities in which the person has resigned in the past three years	Nil
Chairman / Member of the Committees of the Board of the other companies in which he is a Director	Haldia Energy Limited CSR Committee – Member Integrated Coal Mining Ltd Audit Committee - Member NRC Committee – Member Saregama India Ltd Audit Committee - Member NRC Committee - Chairman CSR Committee - Member Risk Mgmt Committee - Member Apricot Food Pvt Ltd. Audit Committee - Chairman NRC Committee – Chairman Crescent Power Limited Audit Committee - Member NRC Committee - Member Harrisons Malayalam Limited Audit Committee - Member NRC Committee - Member CSR Committee - Member Stakeholder Relationship Committee - Chairman

Number of Board meetings attended during the last financial year	Not Applicable
Remuneration last drawn (per annum)	Not Applicable
Remuneration sought to be paid (per annum)	Not Applicable
Terms and conditions of appointment / re-appointment	As set out in Item No.1 of the Postal Ballot Notice dated 31.03.2023