



Harrisons Malayalam Limited

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September 25, 2024

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai, Maharashtra – 400051	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
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Dear Sir/Madam,

Subject: Summary of Proceedings of 47th Annual General Meeting held on September 25, 2024 through Video Conferencing(VC)/ Other Audio Visual Means (OAVM)

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the 47th Annual General Meeting of M/s. Harrisons Malayalam Limited (“the Company”) held on Wednesday, September 25, 2024 at 3:00 p.m. (1ST) through Video Conference (VC) or 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 in accordance with the relevant Circular(s) issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI Circulars”) from time to time, as given herein under:

The following Directors were present in the 47th Annual General Meeting through Video Conference (VC) or Other Audio-Visual Means (OAVM) from their respective locations:

1. Mr. Noshir Naval Framjee, Independent Director and Chairman of Stakeholders Relationship Committee
2. Mr. C. Vinayaraghavan, Independent Director
3. Mr. Santosh Kumar, Whole-time Director
4. Mr. Cherian M George, Whole-time Director
5. Mr. Rajat Bhargava, Non-Executive Non-Independent Director
6. Ms. Rusha Mitra, Independent Director and Chairperson of Audit Committee and Nomination & Remuneration Committee
7. Mr. Kaushik Roy, Non-Executive Non-Independent Director
8. Mr. P. Rajagopalan, Independent Director.

In attendance:

1. Mr. Binu Thomas, Company Secretary
2. Mr. Sajish George, CFO

Mr. Krishnakumar Ananthasivan, Partner M/s. Walker Chandiok & Co. LLP, Statutory Auditors, Mr. P. Sivakumar, Partner of M/s. SEP Associates, Secretarial Auditors and Mr. M.D. Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Scrutinizer were also present at the 47th Annual General Meeting through VC/OAVM.

A total of 53 members have attended the meeting through the video conferencing/ other audio-visual means.

Due to connectivity issues at the end of Mr. P. Rajagopalan, Chairman, he was unable to log in on time and as per the decision of the Board of Directors of the Company he had authorized Mr. C. Vinayaraghavan to Chair the meeting.

Accordingly, Mr. C. Vinayaraghavan, Independent Director, occupied the Chair. After ascertaining the presence of requisite quorum, he called the meeting to order.

He welcomed all the shareholders, Directors, Statutory Auditors, Secretarial Auditors and the Scrutinizer to the 47th Annual General Meeting of the Company. He further requested Mr. Binu Thomas, Company Secretary to brief the members regarding the statutory procedures pertaining to AGM.

Thereafter Mr. Binu Thomas, Company Secretary introduced the Directors, Statutory Auditors, Secretarial Auditors and Scrutinizer who were participating in the AGM through Video Conferencing facility.

He further briefed the members about the instructions relevant for participating in the meeting through Video Conferencing facility. He further informed the members that, the Company had provided its members the facility to exercise their rights to vote at the Forty Seventh Annual General Meeting by electronic means through the e-voting facilities provided by Central Depository Services (India) Limited (CDSL). The remote e-voting period commenced on Sunday, September 22, 2024, 09:00 AM and concluded on Tuesday, September 24, 2024, 5:00 PM. The remote e-voting module was disabled by CDSL for voting thereafter. Members, who were attending the AGM and who have not cast their votes by Remote E-voting means, were provided with the option to cast their vote through E-voting during the AGM on all the Resolutions as set out in the Notice of AGM. He informed that, Members who have not cast their vote through Remote e-voting may cast their vote as the e-voting platform at the meeting would remain open for 15 minutes after the conclusion of the proceedings of this AGM.

He then informed the members that Mr. M. D. Selvaraj, FCS, Proprietor, MDS & Associates, Company Secretaries, Coimbatore, has been appointed as the scrutinizer for the Annual General Meeting to conduct the remote e-voting and also the e-voting process during AGM in a fair and transparent manner and for ascertaining the requisite majority. He also informed that based on the reasons of business exigency / urgency, the Board of Directors of the Company had decided that the 'Special Business Items' included in the notice convening the meeting is unavoidable and hence, the same was being considered in the meeting. The Company Secretary further informed certain procedural information to facilitate the registered Speaker Shareholder/s to express their views.

He then requested Mr. C. Vinayaraghavan, Chairman of the meeting, to take over the proceedings.

Mr. C. Vinayaraghavan then informed the members that since the notice of the 47th AGM along with the Annual Report comprising of audited standalone and consolidated financial statements and the Directors report for the year ended 31.03.2024 has already been circulated to all the members, the same be taken as read. In respect of the observation made by the Statutory Auditors and Secretarial Auditors in their reports, which are self-explanatory, necessary response have been included in the Director's report and I take the same as read.

He then briefed the members about the performance of the Company.

He further read out the following items as contained in the notice for consideration.

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with the Audited Consolidated Financial Statements for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon **(Ordinary Resolution)**
2. Appointment of Mr. Rajat Bhargava (DIN 07752438) as a Director of the Company, who retires by rotation **(Ordinary Resolution)**

SPECIAL BUSINESS:

3. Appointment of Mr. Santosh Kumar (DIN:08167332) as Director of the company. **(Ordinary Resolution).**
4. Approval for appointment of Mr. Santosh Kumar (DIN:08167332) as Whole Time Director of the Company for a period commencing from August 01, 2024 to July 31, 2027 and the remuneration payable to him **(Special Resolution).**
5. Approval for re-appointment of Mr. Cherian Manamel George (DIN:07916123) as Whole Time Director of the Company for a period commencing from February 13, 2025 to February 12, 2027 and the remuneration payable to him **(Special Resolution).**
6. Ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants, (Firm Registration No 000001), Cost Auditors for the financial year ending on March 31, 2025 **(Ordinary Resolution)**

The Chairman, after transacting all agenda items, had requested the moderator to invite the 7 registered speaker shareholders to raise their queries / express their views during the meeting or through chat box. Accordingly, the moderator invited the speaker shareholders, who had joined the meeting, to raise their queries / express their views and the same were suitably answered by Mr. Cherian M George and Mr. Santosh Kumar, Whole Time Directors, as authorized by the Chairman.

The Chairman then informed the Members that the voting results would be declared after considering Scrutinizer's Report on remote e-voting and e-voting by the members present in the AGM within 2 working days from the conclusion of the meeting. He also informed that the results along with the Scrutinizer's Report would be placed on the website of the Company, on the website of CDSL and will be submitted to the Stock

Exchanges (NSE and BSE) where the shares of the Company are listed, within the stipulated time.

The Chairperson then thanked all the members, Directors, Auditors, Scrutinizer and other stakeholders for attending the 47th Annual General Meeting.

The proceedings of the 47th AGM was concluded at 03:51 PM (IST) and the e-voting facility provided at the meeting was extended for another 15 minutes to enable the members to cast their votes.

This is for your information and records.

Thanking You,
For HARRISONS MALAYALAM LIMITED

BINU THOMAS
Company Secretary