

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

27th September, 2014

Listing Department	Listing Department	Cochin Stock Exchange ltd.				
BSE Limited	NSE Limited	Gaffoor Memorial Cultural				
25 th Floor,	Exchange Plaza, C-1 Block G	Complex,				
PJ Towers,	Bandra Kurla Complex,	36/1585, 4 th floor,				
Dalal Street	Bandra, East	Judges Avenue				
Mumbai - 400 001	Mumbai - 400 051	Cochin 682017				

Dear Sir

Sub: Submission of details regarding the voting results for the 37thAnnual General Meeting of the Members of the Company held on 26th September 2014

Ref: Clause 35A of the Listing Agreement with Stock Exchanges

This is to inform that 37thAnnual General Meeting of the Members of the Company was held on Friday, 26th September 2014 at 10:00 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016 to transact the business mentioned in the notice of the Annual General Meeting dated 08th August 2014.

As required by the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated 08th August 2014 was provided to the members. The e-voting was held between 18thday of September, 2014 to the 20th day of September, 2014. Voting by poll was carried out at the Annual General Meeting.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, the resolutions indicated below were declared as duly passed by requisite majority by e-voting and through Voting by poll conducted at the said Annual General Meeting.

Details of voting result in the specified format pursuant to Clause 35A of the listing agreement are given below:

1.	Date of AGM	26 th September 2014
2.	Total number of shareholders on record date	30335
3.	Number of shareholders present in the meeting in person or through proxy -Promoter or Promoter Group -Public (personally present 441 + proxy 83)	17 524*







	Number of shareholders who participated in e-voting Number of shareholders who participated through poll	66 136
4.	Number of shareholders attended the meeting through Video Conferencing - Promoter or Promoter Group - Public	Not Arranged

5.	Detail of the Agenda	Resolution required	Mode of Voting
1.	To receive, consider and adopt the audited financial statements for the year ended March 31, 2014 and the audited consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	e-voting & Poll
2	To declare a dividend.	Ordinary Resolution	e-voting & Poll
3	To appoint a Director in place of Shri. Sanjiv Goenka (DIN: 00074796) who retires by rotation and, being eligible, offers himself for reappointment.	Ordinary Resolution	e-voting & Poll
4	To appoint a Director in place of Shri. Ajit Singh Chouhan (DIN: 02284557) who retires by rotation and, being eligible, offers himself for reappointment.	Ordinary Resolution	e-voting & Poll
5	To appoint Messrs. Price Waterhouse, Chartered Accountants (Firm Registration No.301112E) as the Auditors of the Company for a period of three years and to fix their remuneration.	Ordinary Resolution	e-voting & Poll
6	To appoint Shri. Haigreve Khaitan (holding DIN: 00005290) as Non - Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 up to September 30, 2019.	Ordinary Resolution	e-voting & Poll
7	To appoint Shri. Golam Momen (holding DIN: 00402662) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 up to September 30, 2019.	Ordinary Resolution	e-voting & Poll
8	To appoint Shri. J M Kothary (holding DIN: 00015254) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 up to September 30, 2019.	Ordinary Resolution	e-voting & Poll
9	To appoint Shri. Umang Kanoria (holding DIN: 00081108) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 up to September 30, 2019.	Ordinary Resolution	e-voting & Poll
10	To appoint Smt. Sucharita Basu (holding DIN: 06921540) as a Director with immediate effect and also as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 up to September 30, 2019.	Ordinary Resolution	e-voting & Poll





11	To appoint Shri. Ashok Bachan Goyal (holding DIN: 00035392) as a Whole-Time Director of the Company and to pay remuneration for the period from April 14, 2014 to July 24, 2014.	Special Resolution	e-voting & Poll
12	To appoint Shri.N.Dharmaraj (DIN: 00912004) as a Whole- Time Director of the Company and to pay remuneration for the period from August 8, 2014 to December 31, 2015.	Special Resolution	e-voting & Poll
13	To revise the remuneration for Shri. V. Venugopal, Manager of the Company for the period of 1 year from August 14, 2014 to August 13, 2015.	Special Resolution	e-voting & Poll
14	To approve under Section 180(1)(c) of the Companies Act 2013 to borrow not exceeding Rs.150 Crores over and above the aggregate of the paid up capital and free reserves.	Special Resolution	e-voting & Poll
15	To authorize the Board of Directors to lease or mortgage or create charge and/or hypothecate the whole or substantially the whole of the undertakings of the Company as per section 180(1)(a) of the Companies Act, 2013.	Special Resolution	e-voting & Poll
16	To Ratify the Remuneration of M/s. Shome & Banerjee, Kolkata (Firm Regn No. 000001) Cost Auditors of the Company for the year ended 31st March 2015.	Ordinary Resolution	e-voting & Poll

Further the following details of e-voting and Poll are given below:

<u>Item No.1 Ordinary Resolution</u> - To receive, consider and adopt the audited financial statements for the year ended March 31, 2014 and the audited consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes	% of Votes against on votes
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	polled (6)= {(4)/(2)}* 100	polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,586	1,712	79.37	20.63
Total	1,84,55,405	92,81,953	50.29	92,80,241	1,712	99.98	0.02





Item No.2 Ordinary Resolution- To declare a dividend.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}*	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,636	1,662	76.97	20.03
Total	1,84,55,405	92,81,953	50.29	92,80,291	1,662	99.98	0.02

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Item No.3 Ordinary Resolution - To appoint a Director in place of Shri.SanjivGoenka (DIN: 00074796) who retires by rotation and, being eligible, offers himself for reappointment.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}*	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,516	1,782	78.52	21.48
Total	1,84,55,405	92,81,953	50.29	92,80,171	1,782	99.98	0.02







<u>Item No.4 Ordinary Resolution</u>-To appoint a Director in place of Shri. Ajit Singh Chouhan (DIN: 02284557) who retires by rotation and, being eligible, offers himself for reappointment.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,288	0.09	6,656	1,632	80.31	19.69
Total	1,84,55,405	92,81,943	50.29	92,80,311	1,632	99.98	0.02

The above resolution was declared to have been passed as an OrdinaryResolution with requisite majority.

<u>Item No.5 Ordinary Resolution:</u> To appoint Messrs. Price Waterhouse, Chartered Accountants (Firm Registration No.301112E) as the Auditors of the Company for a period of three years and to fix their remuneration.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0.
Public - Others	91,40,292	8,298	0.09	6,502	1,796	78.36	21.64
Total	1,84,55,405	92,81,953	50.29	92,80,157	1,796	99.98	0.02







<u>Item No.6 Ordinary Resolution-</u>To appoint Shri. Haigreve Khaitan (DIN: 00005290) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,665	1,633	80.32	19.68
Total	1,84,55,405	92,81,953	50.29	92,80,320	1,633	99.98	0.02

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

<u>Item No. 7 Ordinary Resolution</u>-To appoint Shri.Golam Momen (DIN: 00402662) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

.Promoter/ Public	No. of Shares held (1)	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,665	1,633	80.32	19.68
Total	1,84,55,405	92,81,953	50.29	92,80,320	1,633	99.98	0.02







<u>Item No. 8 Ordinary Resolution:</u>. To appoint Shri. J M Kothary (DIN: 00015254) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,297	0.09	6,314	1,983	76.10	23.90
Total	1,84,55,405	92,81,952	50.29	92,79,969	1,983	99.99	0.01

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

<u>Item No. 9 Ordinary Resolution</u>: To appoint Shri. Umang Kanoria (DIN: 00081108) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

.Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,316	1,982	76.11	23.89
Total	1,84,55,405	92,81,953	50.29	92,79,971	1,982	99.98	0.02







<u>Item No. 10 Ordinary Resolution:</u> To appoint Smt. SucharitaBasu (DIN: 06921540) as Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}*	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,297	0.09	6,664	1,633	80.32	19.68
Total	1,84,55,405	92,81,952	50.29	92,80,319	1,633	99.98	0.02

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

<u>Item No. 11 Special Resolution:</u>. To appoint Shri. Ashok Bachan Goyal (DIN: 00035392) as a Whole-Time Director of the Company and to pay remuneration for the period from April 14, 2014 to July 24, 2014.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,663	1,635	80.30	19.70
Total	1,84,55,405	92,81,953	50.29	92,80,318	1,635	99.98	0.02





<u>Item No. 12 Special Resolution:</u> To appoint Shri.N.Dharmaraj (DIN: 00912004) as a Whole-Time Director of the Company and to pay remuneration for the period from August 8, 2014 to December 31, 2015.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,313	1,985	76.08	23.92
Total	1,84,55,405	92,81,953	50.29	92,79,968	1,985	99.98	0.02

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

<u>Item No. 13 Special Resolution:</u> To revise the remuneration for Shri. V. Venugopal, Manager of the Company for the period of 1 year from August 14, 2014 to August 13, 2015.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,297	0.09	6,564	1,733	79.11	20.89
Total	1,84,55,405	92,81,952	50.29	92,80,219	1,733	99.98	0.02







<u>Item No. 14 Special Resolution:</u> To approve under Section 180(1)(c) of the Companies Act 2013 to borrow not exceeding Rs.150 Crores over and above the aggregate of the paid up capital and free reserves.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,297	0.09	6,412	1,885	77.28	22.72
Total	1,84,55,405	92,81,952	50.29	92,80,067	1,885	99.98	0.02

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

<u>Item No. 15 Special Resolution:</u> To authorize the Board of Directors to lease or mortgage or create charge and/or hypothecate the whole or substantially the whole of the undertakings of the Company as per section 180(1)(a) of the Companies Act, 2013.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}* 100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,297	0.09	6,413	1,884	77.29	22.71
Total	1,84,55,405	92,81,952	50.29	92,80,068	1,884	99.98	0.02





Item No. 16 Ordinary Resolution: To Ratify the Remuneration of M/s. Shome & Banerjee, Kolkata (Firm Regn No. 000001) Cost Auditors of the Company for the year ending 31st March 2015.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)= {(2)/(1)} *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)= {(4)/(2)}*100	% of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter and Promoter Group	92,83,655	92,73,655	99.89	92,73,655	0	100	0
Public - Institutional holders	31,458	0	0	0	0	0	0
Public - Others	91,40,292	8,298	0.09	6,555	1,743	78.99	21.01
Total	1,84,55,405	92,81,953	50.29	92,80,210	1,743	99,98	0.02

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Thanking You,

Yours faithfully,

For HARISONS MALAYALAM LIMITED

RAVI A
Company Secretary

COCHIN GBR 003