



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

29th September, 2022

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: <u>500467</u>
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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 45th Annual General Meeting of the Company held on 28th September, 2022

This is to inform that the 45th Annual General Meeting of the Company was duly held on Wednesday the 28th day of September, 2022 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 6th August, 2022 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 45th 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 information on record.

For **HARRISONS MALAYALAM LIMITED**

Binu
Thomas

Digitally signed
by Binu Thomas
Date: 2022.09.29
16:25:33 +05'30'

BINU THOMAS

Company Secretary

Encl.



Harrisons Malayalam Limited

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Declaration of results of the voting on resolution(s) set out in the
Notice of the 45th Annual General Meeting of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 28th September, 2022

The 45th Annual General Meeting of the Company was held on Wednesday, 28th September, 2022, 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") during the year(s) 2020, 2021 and 2022, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 6th August, 2022.

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 45th 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 of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting process provided at the 45th 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 45th Annual General Meeting dated 28th September, 2022, which is attached hereto.

Based on the combined report of the Scrutinizer dated 28th September, 2022, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated 6th August, 2022, 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, 2022 along with the Audited Consolidated Financial Statements for the financial year ended March 31, 2022 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	103	1,00,58,681	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	103	1,00,58,681	100.00
- Assent	99	1,00,47,083	99.88
- Dissent	4	11,598	0.12

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

Item No.2 – Ordinary Resolution

Re-appointment of Mr. Cherian Manamel George (DIN 07916123) as a Director of the Company, who retires by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	103	1,00,58,681	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	103	1,00,58,681	100.00
- Assent	98	1,00,47,082	99.88
- Dissent	5	11,599	0.12

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

Item No.3 – Ordinary Resolution

Re-appointment of M/s. Walker Chandiok & Co LLP (FRN: 001076N/N500013), Chartered Accountants, as statutory auditors of the Company for a second term of five consecutive years to hold such office from the conclusion of this Forty Fifth (45th) Annual General Meeting until the conclusion of the Fiftieth (50th) Annual General Meeting to be held in the year 2027 and fixation of their remuneration.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	102	1,00,47,634	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	102	1,00,47,634	100.00
- Assent	98	1,00,47,076	99.99
- Dissent	4	558	0.01

➤ Note: 1 shareholder holding 11,047 equity shares has abstained from voting through remote e-voting

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

Item No.4 – Ordinary Resolution

Appointment of Mr. Rajat Bhargava (DIN: 07752438) as Non-Executive Non-Independent Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	103	1,00,58,681	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	103	1,00,58,681	100.00
- Assent	97	1,00,47,075	99.88
- Dissent	6	11,606	0.12

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

Item No.5 – Special Resolution

Appointment of Mr. Vinayaraghavan Corattiyil (DIN: 01053367), who is already a Non-Executive Director, as an Independent Director of the Company for the first term of 5 years effective from August 06, 2022 to August 05, 2027.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	103	1,00,58,681	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	103	1,00,58,681	100.00
- Assent	97	1,00,30,234	99.72
- Dissent	6	28,447	0.28

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

Item No.6 – Ordinary Resolution

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, 2023.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	102	1,00,47,634	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	102	1,00,47,634	100.00
- Assent	98	1,00,47,076	99.99
- Dissent	4	558	0.01

➤ *Note: 1 shareholder holding 11,047 equity shares has abstained from voting through remote e-voting*

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

FOR HARRISONS MALAYALAM LIMITED

Binu
Digitally signed
by Binu Thomas
Date:
Thomas 2022.09.29
16:26:05 +05'30'

BINU THOMAS
COMPANY SECRETARY

Date : 29th September, 2022

Place : Cochin



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@mdsassociates.in, Web : www.mdsservices.in

**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 Chairman

45th Annual General Meeting of the Equity Shareholders of

M/s. HARRISONS MALAYALAM LTD

(CIN: L01119KL1978PLC002947)

Held on Wednesday, 28th September, 2022, at 12:00 Noon (IST)

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's report on remote e-voting and e-voting conducted at the 45th
Annual General Meeting of M/s. Harrisons Malayalam Ltd held on 28th
September, 2022**

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 LTD** ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 45th 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 45th Annual General Meeting on the resolution(s) as set out in the Notice convening the 45th Annual General Meeting of the Company held on Wednesday, 28th September, 2022, at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions 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") during the year(s) 2020, 2021 and 2022 respectively, permitting the conduct of the Annual General Meeting through VC/OAVM facility.



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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 45th Annual General Meeting dated 6th August, 2022.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 45th 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. 6 in the Notice convening the 45th Annual General Meeting of the Company dated 6th August, 2022, 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, in addition to the above, I submit my report as under

- a. The Notice dated 6th August, 2022 convening the 45th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013, Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 45th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited ("LIPL") through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA and SEBI Circulars. The Company has also placed the notice of the 45th 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, September 25, 2022 at 9:00 AM (IST) and ended on Tuesday, September 27, 2022 at 5:00 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. 21st September, 2022 were entitled to vote on the resolutions set out in the Notice of the 45th Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Tuesday, the 27th day of September, 2022 at 05:00 PM (IST).



- d. Upon the commencement of the 45th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 45th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 45th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the 45th Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 28th day of September, 2022 at 01:56 PM (IST) in the presence of Mr. John Manoj A (Witness No.1), and Mrs. Keerthivignaa N (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 45th 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.6 in the Notice convening the 45th 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, 2022 along with the Audited Consolidated Financial Statements for the financial year ended March 31, 2022 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	98	1,00,47,082	99.88
E-Voting at AGM	1	1	100.00
Total Voting	99	1,00,47,083	99.88

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	4	11,598	0.12
E-Voting at AGM	0	0	0.00
Total Voting	4	11,598	0.12

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	0	0
Total Voting	0	0

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



Ordinary Business

Resolution No: 2

Ordinary resolution

Re-appointment of Mr. Cherian Manamel George (DIN 07916123) as a Director of the Company, 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	97	1,00,47,081	99.88
E-Voting at AGM	1	1	100.00
Total Voting	98	1,00,47,082	99.88

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	5	11,599	0.12
E-Voting at AGM	0	0	0.00
Total Voting	5	11,599	0.12

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	0	0
Total Voting	0	0

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



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of M/s. Walker Chandiok & Co LLP (FRN: 001076N/N500013), Chartered Accountants, as statutory auditors of the Company for a second term of five consecutive years to hold such office from the conclusion of this Forty Fifth (45th) Annual General Meeting until the conclusion of the Fiftieth (50th) Annual General Meeting to be held in the year 2027 and fixation of their remuneration.

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	1,00,47,075	99.99
E-Voting at AGM	1	1	100.00
Total Voting	98	1,00,47,076	99.99

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	4	558	0.01
E-Voting at AGM	0	0	0.00
Total Voting	4	558	0.01

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	0	0
Total Voting	0	0

- 1 shareholder holding 11,047 equity shares has abstained from voting through remote e-voting

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



Special Business

Resolution No: 4

Ordinary resolution

Appointment of Mr. Rajat Bhargava (DIN: 07752438) as Non-Executive Non-Independent Director of the Company.

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	1,00,47,074	99.88
E-Voting at AGM	1	1	100.00
Total Voting	97	1,00,47,075	99.88

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	6	11,606	0.12
E-Voting at AGM	0	0	0.00
Total Voting	6	11,606	0.12

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	0	0
Total Voting	0	0

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



Special Business

Resolution No: 5

Special resolution

Appointment of Mr. Vinayaraghavan Corattiyil (DIN: 01053367), who is already a Non-Executive Director, as an Independent Director of the Company for the first term of 5 years effective from August 06, 2022 to August 05, 2027.

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	1,00,30,233	99.72
E-Voting at AGM	1	1	100.00
Total Voting	97	1,00,30,234	99.72

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	6	28,447	0.28
E-Voting at AGM	0	0	0.00
Total Voting	6	28,447	0.28

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	0	0
Total Voting	0	0

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



Special Business**Resolution No: 6****Ordinary resolution**

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, 2023.

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	1,00,47,075	99.99
E-Voting at AGM	1	1	100.00
Total Voting	98	1,00,47,076	99.99

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	4	558	0.01
E-Voting at AGM	0	0	0.00
Total Voting	4	558	0.01

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	0	0
Total Voting	0	0

- 1 shareholder holding 11,047 equity shares has abstained from voting through remote e-voting

Note: Thus, the Ordinary Resolution as given in Item No. 6 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos. 1 to 6 have been duly passed with requisite majority

Binu Thomas

Digitally signed by Binu Thomas
Date: 2022.09.29 17:49:19
+05'30'

Place : Coimbatore

Date : 28th September, 2022

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 - 641 028
UDIN: F000960D001071293