



# Harrisons Malayalam Limited

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

CIN: L01119KL1978PLC002947

e-mail: hmlcorp@harrisonsmalayalam.com Website: www.harrisonsmalayalam.com

Tel: 0484-6624362 Fax: 0484-2668024

20<sup>th</sup> May, 2023

<p>The Secretary Bombay Stock Exchange Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort <b><u>Mumbai - 400 001</u></b> Scrip code : 500467</p>	<p>The Secretary National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex Bandra (E) <b><u>Mumbai – 400 051</u></b> Symbol: HARRMALAYA</p>
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Dear Sirs,

**Sub: Submission of result of Postal Ballot Notice dated 31.03.2023**

Pursuant to Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the results of the postal ballot in the prescribed format along with Scrutinizer's report. Please note that the resolution has been passed with requisite majority.

The said Postal Ballot result is being displayed at the Registered Office of the Company. The said result will also be uploaded on the website of the Company - [www.harrisonsmalayalam.com](http://www.harrisonsmalayalam.com) and on the website of Central Depository Services Limited.

Yours faithfully,  
For **HARRISONS MALAYALAM LIMITED**

**BINU THOMAS**  
Company Secretary



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## **Declaration of results of the voting on resolution(s) set out in the Postal Ballot Notice dated March 31, 2023**

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the approval of the members of the Company was sought for passing the Special Resolution set out in the Postal Ballot Notice dated March 31, 2023 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the resolution together with the statement setting out the material facts concerning the resolution set out in the said Postal Ballot Notice were sent to all the members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, April 14, 2023 ("cut-off date") through electronic mail and in accordance with the aforesaid MCA circulars, the Company had provided its members the facility to vote through remote electronic voting only. The remote e-voting period commenced on Thursday, April 20, 2023 at 09:00 AM (IST) and the last date for receipt of voting through electronic means was Friday, May 19, 2023 at 05:00 PM (IST). The Board of Directors, at their meeting held on March 31, 2023, had appointed M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP (ICSI Peer Review No.3030/2023), Company Secretaries, Coimbatore, as Scrutinizer to conduct the postal ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted his report on postal ballot (remote e-voting) and based on his report, it is hereby declared that the Resolution set out in the Postal Ballot Notice dated March 31, 2023 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated May 19, 2023 is attached hereto.

The details of the votes cast on the Resolution(s) passed through the Postal Ballot process are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Saturday, May 20, 2023 at 1.00 PM (IST)
2.	Total number of members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	28,709 shareholders (as on April 14, 2023)
3.	No. of shareholders in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
4.	No. of shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public	Not Applicable

**Item No.1 – Special Resolution (Special Business)**

Approval 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.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	127	1,00,55,285	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	127	1,00,55,285	100.00
- Assent	113	1,00,52,630	99.97
- Dissent	14	2,655	0.03

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

**For HARRISONS MALAYALAM LIMITED**

**BINU THOMAS**  
**Company Secretary**

Date : May 20, 2023  
Place : Cochin

**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED  
PURSUANT TO THE POSTAL BALLOT NOTICE DATED MARCH 31, 2023**

Date: May 19, 2023

To  
The Director,  
**HARRISONS MALAYALAM LTD**  
(CIN: L01119KL1978PLC002947)  
24/1624 Bristow Road,  
Willingdon Island, Cochin  
Ernakulam-682003, Kerala

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 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 MCA circulars issued thereunder**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP (ICSI Peer Review No. 3030/2023), Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. HARRISONS MALAYALAM LTD** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Act and Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Special Resolution as set out in the Postal ballot Notice dated March 31, 2023.





The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution as set out in the Postal Ballot Notice dated March 31, 2023.

## **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution, as set out in Item No.1 of the Postal Ballot Notice dated March 31, 2023, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

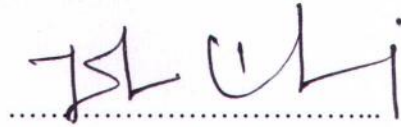
Further, in addition to the above, I submit my report as under:

- The Postal Ballot Notice dated March 31, 2023 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Wednesday, April 19, 2023 by the Registrar & Share Transfer Agent (RTA) viz., M/s. Link Intime India Private Limited ("LI IPL") through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, April 14, 2023 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on its website.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, April 14, 2023 were entitled to vote on the proposed resolution as set out in Item No. 1 of the said Postal Ballot Notice.
- The remote e-voting period remained open from Thursday, April 20, 2023, 09:00 AM (IST) to Friday, May 19, 2023, 05:00 PM (IST) (both days inclusive). During the said period, the members of the Company holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. April 14, 2023 were entitled to vote on the resolution set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of M/s. Central Depository Services (India) Limited (CDSL) was disabled on Friday, May 19, 2023 at 05:00 PM (IST) and I, as the Scrutinizer, unblocked the votes cast, on Friday, May 19, 2023 at 05:16 PM (IST) in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr. R. Nagalingam (the undersigned as 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).

**Witness No.1**



Name: Mr. John Manoj A

**Witness No.2**



Name: Mr. R. Nagalingam

- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolution, as under:





## SPECIAL BUSINESS

### Resolution No: 1

#### Special resolution

Approval 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

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
113	1,00,52,630	99.97

#### VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
14	2,655	0.03

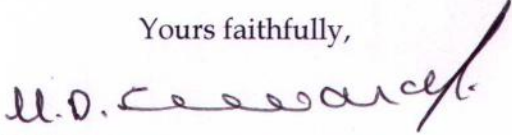
#### INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

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

Based on the  
Scrutinizer's Report,  
the Resolution No.1  
have been passed  
with requisite majority

Yours faithfully,



**M D Selvaraj, M.Com, MBA, FCS,**  
FCS : 960, CP : 411,  
Managing Partner

MDS & Associates LLP, Company Secretaries  
"Surya Enclave", No. 37, Mayflower Avenue,  
Sowripalayam Road, Coimbatore - 641 028.

UDIN: F000960E000340838