



Harrisons Malayalam Limited

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

CIN: L01119KL1978PLC002947

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Declaration of results of the voting on resolutions set out in the notice of the 38th Annual General Meeting of the Company held on 28th September, 2015.

The 38th Annual General Meeting of the Company was convened on Monday, the 28th Day of September, 2015 at 10.30 A.M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682 016, Kerala to seek the approval of the members on the resolutions as set out in the notice dated 11th August 2015.

Further, pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the listing agreement, the Company had provided the members the facility to vote electronically and also by poll on the below mentioned resolutions and had appointed Mr. M.D.Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore as scrutinizer to conduct the voting in a fair and transparent manner.

The scrutinizer has submitted his report on e-voting and poll which has been attached hereto.

Accordingly, based on the report of the scrutinizer dated 29th September, 2015, Resolutions No. 1 to 7 as set out in the notice dated 11th August 2015 as detailed below have been passed by the shareholders with requisite majority.



Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements including Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Directors and auditors thereon.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	112	92,85,985	99.94%
- Dissent	2	5,150	0.06%

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

Item No.2 – Ordinary Resolution

Appointment of a Director in place of Mr. P. Rajagopalan (DIN: 02817068) who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	109	92,85,575	99.94%
- Dissent	5	5,560	0.06%

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.



Item No.3 – Ordinary Resolution

Ratification of the appointment of Auditors and fix their remuneration.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	110	92,85,974	99.94%
- Dissent	4	5,161	0.06%

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

Item No.4 – Ordinary Resolution

Appointment of Mr Kaushik Roy as a Director of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	110	92,84,635	99.93%
- Dissent	4	6,500	0.07%

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.



Item No.5 – Special Resolution

Appointment and payment of remuneration to Shri.N.Dharmaraj, Whole Time Director.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	107	92,80,614	99.89%
- Dissent	7	10,521	0.11%

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

Item No.6 – Special Resolution

Appointment and payment of remuneration to Shri.V.Venugopal, Manager.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	108	92,80,575	99.89%
- Dissent	6	10,560	0.11%

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



Item No.7 – Ordinary Resolution

Ratification of the remuneration payable to the Cost Auditors for the financial year 2015-2016.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	125	92,91,465	NA
(b) Less: Invalid Ballot Forms	11	330	NA
(c) Net Valid Ballot Forms / E-Votes	114	92,91,135	100.00%
- Assent	111	92,85,975	99.94%
- Dissent	3	5,160	0.06%

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

The Combined Scrutinizer's Report for remote e-voting and poll conducted at the venue of the 38th Annual General Meeting is attached herewith.

Place: Cochin

Date: 29th September 2015

For Harrisons Malayalam Limited



CHAIRMAN/ WHOLE TIME DIRECTOR





"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL
(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)

To

The Chairman

38th Annual General Meeting of the Equity Shareholders of

M/s. HARRISONS MALAYALAM LIMITED

(L01119KL1978PLC002947)

Held on Monday the 28th day of September, 2015 at 10.30 AM at

Kerala Fine Arts Hall, Fine Arts Avenue,

Foreshore Road,

Cochin - 682 016.

Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 38th Annual General Meeting of M/s. HARRISONS MALAYALAM LIMITED held on 28th September, 2015

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 LIMITED ("the Company") as a Scrutinizer for the remote e-voting process held between Friday, the 25th day of September, 2015 at 9.00 AM to Sunday, the 27th Day of September 2015 till 5.00 PM and for poll taken at the 38th Annual General Meeting of the Company held on Monday the 28th day of September, 2015 at 10.30 AM at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin - 682 016 on the Resolution Nos 1 to 7 as set out in the Notice dated 11th August 2015 convening the said meeting.

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 in relation to exercising of voting rights through electronic means and poll on the Resolution(s) as set out in the Notice convening the 38th Annual General Meeting dated 11th August 2015.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the poll at the 38th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 38th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 38th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 29th September, 2015 on the remote e-voting process and also a separate Scrutinizer's Report dated 29th September, 2015 in the prescribed Form MGT-13 on the Poll taken at the 38th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;



ORDINARY BUSINESS:

Item No.1

ORDINARY RESOLUTION:

Adoption of the Audited Financial Statements including Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Directors and auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	49	92,82,311	99.94
Poll	63	3,674	100.00
Total Voting	112	92,85,985	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	2	5,150	0.06
Poll	0	0	0
Total Voting	2	5,150	0.06

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330

Item No.2

ORDINARY RESOLUTION:

Appointment of a Director in place of Mr. P. Rajagopalan (DIN: 02817068) who retires by rotation and being eligible offers himself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	48	92,81,961	99.94
Poll	61	3,614	98.37
Total Voting	109	92,85,575	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	3	5,500	0.06
Poll	2	60	1.63
Total Voting	5	5,560	0.06

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330

Item No.3

ORDINARY RESOLUTION:

Ratification of the appointment of Auditors and fix their remuneration.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	48	92,82,301	99.94
Poll	62	3,673	99.97
Total Voting	110	92,85,974	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	3	5,160	0.06
Poll	1	1	0.03
Total Voting	4	5,161	0.06

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330

SPECIAL BUSINESS:**Item No.4****ORDINARY RESOLUTION:**

Appointment of Mr Kaushik Roy as a Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	47	92,80,961	99.93
Poll	63	3,674	100.00
Total Voting	110	92,84,635	99.93

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	4	6,500	0.07
Poll	0	0	0
Total Voting	4	6,500	0.07

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330



Item No.5

SPECIAL RESOLUTION:

Appointment and payment of remuneration to Shri.N.Dharmaraj, Whole Time Director.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	46	92,76,951	99.89
Poll	61	3,663	99.70
Total Voting	107	92,80,614	99.89

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	5	10,510	0.11
Poll	2	11	0.30
Total Voting	7	10,521	0.11

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330



Item No. 6**SPECIAL RESOLUTION:**

Appointment and payment of remuneration to Shri.V.Venugopal, Manager.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	46	92,76,951	99.89
Poll	62	3,624	98.64
Total Voting	108	92,80,575	99.89

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	5	10,510	0.11
Poll	1	50	1.36
Total Voting	6	10,560	0.11

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330



Item No.7**ORDINARY RESOLUTION:**

Ratification of the remuneration payable to the Cost Auditors for the financial year 2015-2016.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of valid Votes Cast
E-Voting	48	92,82,301	99.94
Poll	63	3,674	100.00
Total Voting	111	92,85,975	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number valid of Votes Cast
E-voting	3	5,160	0.06
Poll	0	0	0
Total Voting	3	5,160	0.06

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	11	330
Total Voting	11	330

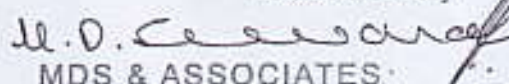
Date : 29th September, 2015

Place : Coimbatore



N. DHARMARAT
WHOLE TIME DIRECTOR

Yours faithfully



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