



M.D.Selvaraj M Com MBA FCS

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

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SCRUTINIZER'S REPORT FOR 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)

To

The Chairman

37th Annual General Meeting of the Equity Shareholders of

M/s.HARRISONS MALAYALAM LIMITED

(L01119KL1978PLC002947)

Held on Friday the 26th day of September, 2014 at 10.00 am at

Kerala Fine Arts Hall, Fine Arts Avenue,

Foreshore Road, Cochin - 682016, India.

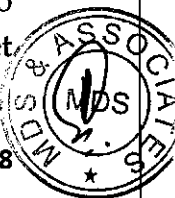
Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 37th Annual General Meeting of M/s.HARRISONS MALAYALAM LIMITED held on 26th September, 2014.

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 e-voting process held between Thursday, the 18th day of September 2014 at 10.00 AM to Saturday, the 20th Day of September 2014 till 5 PM and for poll taken at the 37th Annual General Meeting of the Company held on Friday the 26th day of September, 2014 at 10.00 am at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin - 682016 on the Resolution Nos 1 to 16 as set out in the Notice dated 8th August 2014 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 37th Annual General Meeting dated 08th August, 2014.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 37th 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 37th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 37th Annual General Meeting.

In respect of one shareholder who has voted in both modes (i.e. through e-voting and Poll), I have considered only e-voting and have not reckoned the voting done through poll.

I have already issued a separate Scrutinizer's Report dated 23rd September, 2014 on the e-voting process and also a separate Scrutinizer's Report dated 26th September, 2014 in the prescribed Form MGT-13 on the Poll taken at the 37th 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:**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

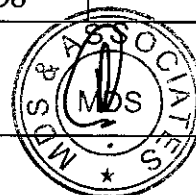
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,700	99.99%
Poll	80	3,541	76.93%
Total Voting	143	92,80,241	99.98%

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 of Votes Cast
E-voting	3	650	0.01%
Poll	2	1,062	23.07%
Total Voting	5	1,712	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.2

ORDINARY RESOLUTION:

To declare a dividend.

VOTES CAST IN FAVOUR OF THE RESOLUTION

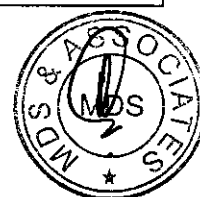
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	64	92,76,750	99.99%
Poll	80	3,541	76.93%
Total Voting	144	92,80,291	99.98%

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 of Votes Cast
E-voting	2	600	0.01%
Poll	2	1,062	23.07%
Total Voting	4	1662	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.3
ORDINARY RESOLUTION:

To appoint a Director in place of Shri.Sanjiv Goenka who retires by rotation and, being eligible, offers himself for reappointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

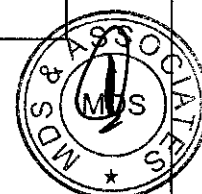
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,798	99.99%
Poll	78	3,373	73.28%
Total Voting	141	92,80,171	99.98%

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 of Votes Cast
E-voting	3	552	0.01%
Poll	4	1,230	26.72%
Total Voting	7	1,782	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.4**ORDINARY RESOLUTION:**

To appoint a Director in place of Shri. Ajit Singh Chouhan who retires by rotation and, being eligible, offers himself for reappointment.

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 Votes Cast
E-voting	62	92,76,788	99.99%
Poll	79	3,523	76.54%
Total Voting	141	92,80,311	99.98%

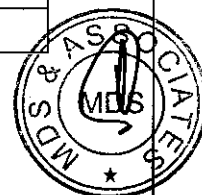
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	552	0.01%
Poll	3	1080	23.46%
Total Voting	6	1632	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%

- One Shareholder holding 10 equity shares abstained from e-voting.



Item No.5
ORDINARY RESOLUTION:

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

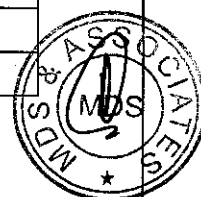
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,797	99.99%
Poll	75	3,360	73.00%
Total Voting	137	92,80,157	99.98%

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 of Votes Cast
E-voting	4	553	0.01%
Poll	7	1,243	27.00%
Total Voting	11	1,796	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



SPECIAL BUSINESS:**Item No.6****ORDINARY RESOLUTION:**

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 upto September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

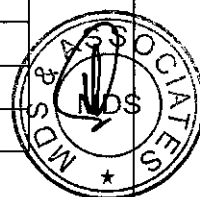
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,798	99.99%
Poll	78	3,522	76.52%
Total Voting	141	92,80,320	99.98%

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 of Votes Cast
E-voting	3	552	0.01%
Poll	4	1,081	23.48%
Total Voting	7	1,633	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.7**ORDINARY RESOLUTION:**

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 upto September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

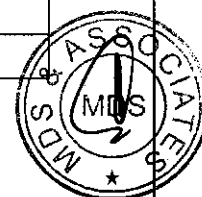
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,798	99.99%
Poll	78	3,522	76.52%
Total Voting	141	92,80,320	99.98%

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 of Votes Cast
E-voting	3	552	0.01%
Poll	4	1,081	23.48%
Total Voting	7	1,633	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.8**ORDINARY RESOLUTION:**

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 upto September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

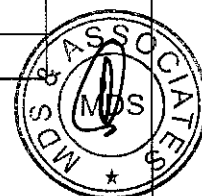
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,447	99.99%
Poll	78	3,522	76.53%
Total Voting	139	92,79,969	99.99%

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 of Votes Cast
E-voting	5	903	0.01%
Poll	3	1,080	23.47%
Total Voting	8	1,983	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	55	1,399	23.31%
Total Voting	55	1,399	0.02%



Item No.9
ORDINARY RESOLUTION:

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 upto September 30, 2019.

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 Votes Cast
E-voting	62	92,76,448	99.99%
Poll	79	3,523	76.54%
Total Voting	141	92,79,971	99.98%

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 of Votes Cast
E-voting	4	902	0.01%
Poll	3	1,080	23.46%
Total Voting	7	1,982	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.10**ORDINARY RESOLUTION:**

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 upto September 30, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

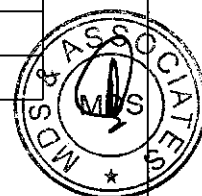
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,797	99.99%
Poll	78	3,522	76.53%
Total Voting	140	92,80,319	99.98%

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 of Votes Cast
E-voting	4	553	0.01%
Poll	3	1,080	23.47%
Total Voting	7	1,633	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	55	1,399	23.31%
Total Voting	55	1,399	0.02%



Item No.11**SPECIAL RESOLUTION:**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

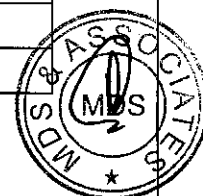
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,797	99.99%
Poll	77	3,521	76.49%
Total Voting	139	92,80,318	99.98%

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 of Votes Cast
E-voting	4	553	0.01%
Poll	5	1,082	23.51%
Total Voting	9	1,635	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.12**SPECIAL RESOLUTION:**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

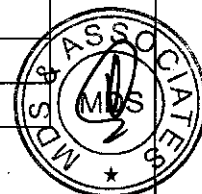
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,447	99.99%
Poll	77	3,521	76.49%
Total Voting	138	92,79,968	99.98%

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 of Votes Cast
E-voting	5	903	0.01%
Poll	5	1,082	23.51%
Total Voting	10	1,985	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.30%
Total Voting	54	1,398	0.02%



Item No.13**SPECIAL RESOLUTION:**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

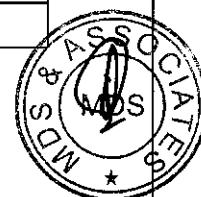
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,698	99.99%
Poll	77	3,521	76.51%
Total Voting	139	9,280,219	99.98%

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 of Votes Cast
E-voting	4	652	0.01%
Poll	4	1,081	23.49%
Total Voting	8	1,733	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	55	1,399	23.31%
Total Voting	55	1,399	0.02%



Item No.14

SPECIAL RESOLUTION:

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

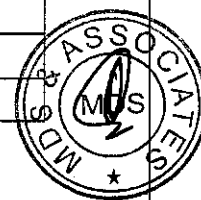
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,697	99.99%
Poll	75	3,370	73.23%
Total Voting	136	92,80,067	99.98%

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 of Votes Cast
E-voting	5	653	0.01%
Poll	6	1,232	26.77%
Total Voting	11	1,885	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	55	1,399	23.31%
Total Voting	55	1,399	0.02%



Item No.15

SPECIAL RESOLUTION:

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

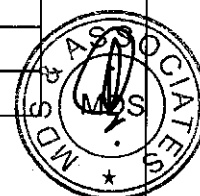
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,697	99.99%
Poll	76	3,371	73.25%
Total Voting	137	92,80,068	99.98%

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 of Votes Cast
E-voting	5	653	0.01%
Poll	5	1,231	26.75%
Total Voting	10	1,884	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	55	1,399	23.31%
Total Voting	55	1,399	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 ended 31st March 2015.

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 Votes Cast
E-voting	61	92,76,697	99.99%
Poll	78	3,513	76.32%
Total Voting	139	92,80,210	99.98%

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 of Votes Cast
E-voting	5	653	0.01%
Poll	4	1,090	23.68%
Total Voting	9	1,743	0.02%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	0.00%
Poll	54	1,398	23.28%
Total Voting	54	1,398	0.02%

Date : 26th September, 2014

Place : Cochin

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