



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

October 2, 2016

The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai, Maharashtra – 400051 <u>Symbol: HARRMALAYA</u>	The Secretary Bombay Stock Exchange Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building P.J. Towers, Dalal Street, Fort, Mumbai Maharashtra – 400001 <u>Scrip Code: 500467</u>
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Dear Sir

Sub : Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 39th Annual General Meeting of the Company held on 30th September 2016

This is to inform that the 39th Annual General Meeting of the Company was duly held on Friday the 30th day of September, 2016 at 10:30 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India and all the resolutions in the Notice of the Annual General Meeting dated 17th August, 2016 have been duly passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the required format, in respect of the Remote E-voting and Poll conducted at the venue of AGM on the resolutions of Item Nos.1 to 5 as per the Notice dated 17th August, 2016 of the 39th Annual General Meeting of the Company held on 30th September 2016.

Kindly take this intimation on record.

Thanking you

Yours faithfully

For Harrisons Malayalam Limited

Jose George
Company Secretary



Harrisons Malayalam Limited

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Declaration of results of the voting on resolution(s) set out in the Notice of the 39th Annual General Meeting of the Company held on 30th September, 2016

The 39th Annual General Meeting of the Company was held on Friday the 30th day of September, 2016 at 10:30 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 17th August, 2016.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 39th Annual General Meeting, on the below mentioned resolution(s). Accordingly, the Company has appointed Mr. M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the voting in a fair and transparent manner.

The Scrutinizer has submitted his Combined Report on remote e-voting process and voting through poll, which has been attached hereto.

Accordingly, based on the report of the Scrutinizer dated 1st October, 2016, Resolution(s) No.1 to 5 as set out in the Notice dated 17th August, 2016 as detailed below have been passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of 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	129	93,13,461	--
(b) Less: Invalid Ballot Forms / Abstained	21	617	--
(c) Net Valid Ballot Forms / E-Votes	108	93,12,844	100.00%
- Assent	107	93,12,694	100.00%
- Dissent	1	150	Negligible

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

Item No.2 – Ordinary Resolution

Re-appointment of Mr.Sachin Nandgaonkar (DIN:03410739) as a Director on retirement by rotation.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	129	93,13,461	--
(b) Less: Invalid Ballot Forms / Abstained	21	617	--
(c) Net Valid Ballot Forms / E-Votes	108	93,12,844	100.00
- Assent	106	93,12,693	100.00
- Dissent	2	151	Negligible

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

Item No.3 – Ordinary Resolution

Ratification of the re-appointment of Messers.Price Waterhouse, Chartered Accountants (Firm Registration Number: 301112E) as Statutory Auditors of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	129	93,13,461	--
(b) Less: Invalid Ballot Forms / Abstained	22	647	--
(c) Net Valid Ballot Forms / E-Votes	107	93,12,814	100.00
- Assent	105	93,12,663	100.00
- Dissent	2	151	Negligible

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

Item No.4 – Special Resolution

Re-appointment of Mr. N. Dharmaraj (DIN: 00912004) as the Whole-time Director of the Company from October 1, 2016 to September 30, 2017.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	129	93,13,461	--
(b) Less: Invalid Ballot Forms / Abstained	22	642	--
(c) Net Valid Ballot Forms / E-Votes	107	93,12,819	100.00
- Assent	106	93,12,669	100.00
- Dissent	1	150	Negligible

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

Item No.5 – Ordinary Resolution

Ratification of the appointment and payment of remuneration to M/s. Shome & Banerjee (Firm Registration No.000001), Cost Accountants, Kolkata, as Cost Auditors of the Company for the financial year ending March 31, 2017.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	129	93,13,461	--
(b) Less: Invalid Ballot Forms / Abstained	23	717	--
(c) Net Valid Ballot Forms / E-Votes	106	93,12,744	100.00
- Assent	105	93,12,594	100.00
- Dissent	1	150	Negligible

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

Yours faithfully
For Harrisons Malayalam Limited



Jose George
Company Secretary

Place : Kochi
Date : October 2, 2016

Format for Voting Results

Date of the AGM/EGM	30-09-2016
Total number of shareholders on record date	28,778
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	523
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A
Public	

Item No.1: Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	9283655	5633655	60.68%	5633655	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9283655	9273655	99.89%	9273655	0	100.00%	0
Public Institutions	E-Voting	113301	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	113301	0	0	0	0	0	0
Public Non Institutions	E-Voting	9058449	36860	0.41%	36710	150	99.59%	0.41%
	Poll		2329	0.03%	2329	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9058449	39189	0.43%	39039	150	99.62%	0.38%
Total		18455405	9312844	50.46%	9312694	150	100.00%	Negligible

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

Item No.2: Re-appointment of Mr.Sachin Nandgaonkar (DIN:03410739) as a Director on retirement by rotation.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	9283655	5633655	60.68%	5633655	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9283655	9273655	99.89%	9273655	0	100.00%	0
Public Institutions	E-Voting	113301	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	113301	0	0	0	0	0	0
Public Non Institutions	E-Voting	9058449	36860	0.41%	36710	150	99.59%	0.41%
	Poll		2329	0.03%	2328	1	99.96%	0.04%
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9058449	39189	0.43%	39038	151	99.61%	0.39%
Total		18455405	9312844	50.46%	9312693	151	100.00%	Negligible

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

Item No.3 : Ratification of the re-appointment of Messers.Price Waterhouse, Chartered Accountants (Firm Registration Number: 301112E) as Statutory Auditors of the Company.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	9283655	5633655	60.68%	5633655	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9283655	9273655	99.89%	9273655	0	100.00%	0
Public Institutions	E-Voting	113301	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	113301	0	0	0	0	0	0
Public Non Institutions	E-Voting	9058449	36860	0.41%	36710	150	99.59%	0.41%
	Poll		2299	0.03%	2298	1	99.96%	0.04%
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9058449	39159	0.43%	39008	151	99.61%	0.39%
Total		18455405	9312814	50.46%	9312663	151	100.00%	Negligible

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

Item No.4 : Re-appointment of Mr. N. Dharmaraj (DIN: 00912004) as the Whole-time Director of the Company from October 1, 2016 to September 30, 2017.								
Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	9283655	5633655	60.68%	5633655	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9283655	9273655	99.89%	9273655	0	100.00%	0
Public Institutions	E-Voting	113301	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	113301	0	0	0	0	0	0
Public Non Institutions	E-Voting	9058449	36860	0.41%	36710	150	99.59%	0.41%
	Poll		2304	0.03%	2304	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9058449	39164	0.43%	39014	150	99.62%	0.38%
Total		18455405	9312819	50.46%	9312669	150	100.00%	Negligible

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

Item No.5 : Ratification of the appointment and payment of remuneration to M/s. Shome & Banerjee (Firm Registration No.000001), Cost Accountants, Kolkata, as Cost Auditors of the Company for the financial year ending March 31, 2017.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	9283655	5633655	60.68%	5633655	0	100.00%	0
	Poll		3640000	39.21%	3640000	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9283655	9273655	99.89%	9273655	0	100.00%	0
Public Institutions	E-Voting	113301	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	113301	0	0	0	0	0	0
Public Non Institutions	E-Voting	9058449	36860	0.41%	36710	150	99.59%	0.41%
	Poll		2229	0.02%	2229	0	100.00%	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	9058449	39089	0.43%	38939	150	99.62%	0.38%
Total		18455405	9312744	50.46%	9312594	150	100.00%	Negligible

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

Thanking You,

Yours faithfully
For Harrison's Malayalam Limited



Jose George
Company Secretary

Place : Kochi
Date : October 2, 2016



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

39th Annual General Meeting of the Equity Shareholders of

M/s. HARRISONS MALAYALAM LTD

(CIN: L01119KL1978PLC002947)

Held on Friday the 30th day of September, 2016 at 10:30 AM at

Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road,

Cochin-682 016, Kerala, India

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll
conducted at the 39th Annual General Meeting of M/s.Harrisons Malayalam
Ltd held on 30th September, 2016.

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 the Scrutinizer for the remote e-voting process held between Tuesday, the 27th day of September, 2016 at 9:00 A:M to Thursday, the 29th day of September 2016 till 5:00 P:M and for the poll taken at the 39th Annual General Meeting of the Company held on Friday the 30th day of September, 2016 at 10:30 A:M at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin-682 016, Kerala, India, on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the said 39th Annual General Meeting dated 17th August, 2016.



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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 39th Annual General Meeting dated 17th August, 2016.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 39th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No(s).1 to Item No.5 in the Notice convening the 39th Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 39th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 1st October, 2016 on the remote e-voting process and also a separate Scrutinizer's Report dated 1st October, 2016 in the prescribed Form No.MGT-13 on the Poll taken at the 39th Annual General Meeting of the Company.

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



Ordinary Business
Resolution No: 1
Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	42	56,70,365	100.00
Poll	65	36,42,329	100.00
Total Voting	107	93,12,694	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	150	Negligible
Poll	0	0	0.00
Total Voting	1	150	Negligible

INVALID VOTES

Mode of Voting	Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	20	337
Total Voting	20	337

Note: 1 (One) Shareholder holding 280 shares has abstained from voting.



Ordinary Business
Resolution No: 2
Ordinary resolution

Re-appointment of Mr.Sachin Nandgaonkar (DIN:03410739) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	42	56,70,365	100.00
Poll	64	36,42,328	100.00
Total Voting	106	93,12,693	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	150	Negligible
Poll	1	1	Negligible
Total Voting	2	151	Negligible

INVALID VOTES

Mode of Voting	Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	20	337
Total Voting	20	337

Note: 1 (Two) Shareholder(s) holding 280 shares has abstained from voting.



Ordinary Business
Resolution No: 3
Ordinary resolution

Ratification of the re-appointment of Messers.Price Waterhouse, Chartered Accountants (Firm Registration Number: 301112E) as Statutory Auditors of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	42	56,70,365	100.00
Poll	63	36,42,298	100.00
Total Voting	105	93,12,663	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	150	Negligible
Poll	1	1	Negligible
Total Voting	2	151	Negligible

INVALID VOTES

Mode of Voting	Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	20	337
Total Voting	20	337

Note: 2 (Two) Shareholder(s) holding 310 shares has abstained from voting.



Special Business**Resolution No: 4****Special resolution**

Re-appointment of Mr. N. Dharmaraj (DIN: 00912004) as the Whole-time Director of the Company from October 1, 2016 to September 30, 2017.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	42	56,70,365	100.00
Poll	64	36,42,304	100.00
Total Voting	106	93,12,669	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Ballots received through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	150	Negligible
Poll	0	0	0.00
Total Voting	1	150	Negligible

INVALID VOTES

Mode of Voting	Number of Ballots which were declared INVALID	Number of votes cast
E-voting	0	0
Poll	20	337
Total Voting	20	337

Note: 2 (Two) Shareholder(s) holding 305 shares has abstained from voting.



Special Business**Resolution No: 5****Ordinary resolution**

Ratification of the appointment and payment of remuneration to M/s. Shome & Banerjee (Firm Registration No.0000001), Cost Accountants, Kolkata, as Cost Auditors of the Company for the financial year ending March 31, 2017.

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	42	56,70,365	100.00
Poll	63	36,42,229	100.00
Total Voting	105	93,12,594	100.00

VOTES CAST AGAINST THE RESOLUTION

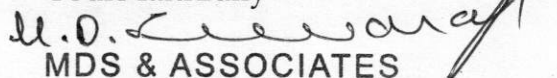
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	150	Negligible
Poll	0	0	0.00
Total Voting	1	150	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	20	337
Total Voting	20	337

Note: 3 (Three) Shareholder(s) holding 380 shares has abstained from voting.

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

Place : Coimbatore

Date : 1st October, 2016

*Based on the Scrutinizer's Report
Resolution(s) No(s).1 to 5 have been
passed with requisite majority*

For Harrisons Malayalam Ltd

Chairman of the meeting