



No. 28,I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 25.09.2019

To,
The Chairman,
M/s. The Highland Produce Co Ltd,
Alleppey – 688 012

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 93rd Annual General Meeting of M/s. THE HIGHLAND PRODUCE CO LTD, held at 11.30 A.M. on Wednesday, the 25th day of September 2019 at the Registered Office at W-21/674, Beach Road, Alappuzha-688 012.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. THE HIGHLAND PRODUCE CO LTD (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 93rd Annual General Meeting (AGM) of the members of the Company, held at 11.30 A.M. on Wednesday, the 25th day of September 2019 at the Registered Office at W 21/674, Beach Road, Alleppey – 688012.

The Notice dated 1st August 2019 pursuant to Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" and vernacular newspaper "Mangalam" of wide circulation in their respective editions dated 4th September, 2019.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 93rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.



The Company had also provided for voting through Ballot Papers at the AGM venue at the 93rd Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. September 18, 2019 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 93rd AGM of the Company.)

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

Remote E-voting:

- i. The e-voting period remained open from Sunday, September 22, 2019 (9.00 a.m.) to Tuesday, September 24, 2019 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. The Corporate member who had participated in the remote e-voting have provided scanned copy of the resolution passed at its Board of Directors Meeting for authorization to exercise its votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- I. The Company had provided the facility for voting through Ballot Papers at the AGM and members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Thereafter, the results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited, (i.e.) www.evotingindia.com and voting through Ballot Papers at the AGM venue, was prepared.

The consolidated results are as follows:

[Handwritten signature]



Resolution No 1: Ordinary Resolution**Ordinary Business: Adoption of financial statements for the year ended 31st March, 2019 the reports of the Board of Directors and Auditors thereon.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	3,43,961	18	3,43,961	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	38,126	4	38,126	100	-	-	-	-	-
Total	3,82,087	22	3,82,087	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution**Ordinary Business: Appointment of Director in the place of Mrs. Priyalatha Thomas who retires by rotation and is eligible for re-appointment.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	3,43,961	18	3,43,961	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	38,126	4	38,126	100	-	-	-	-	-
Total	3,82,087	22	3,82,087	100	-	-	-	-	-




Resolution No 3: Ordinary Resolution

Special Business: Appointment of Mr. K.Ashok as Director liable to retire by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	3,43,961	18	3,43,961	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	38,126	4	38,126	100	-	-	-	-	-
Total	3,82,087	22	3,82,087	100	-	-	-	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

