

**THE HIGHLAND PRODUCE COMPANY LIMITED**  
**CIN : U01119KL1925PLC000416**  
**REGD.OFFICE:W-21/674, BEACH ROAD , ALAPPUZHA – 688 012**  
**E.mail.avt.alapuzha@gmail.com Website: [www.highlandproduce.in](http://www.highlandproduce.in)**

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder,

NOTICE is hereby given pursuant to Section 110 of The Companies Act, 2013, read with the Rule 22 of The Companies (Management and Administration ) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ,that consent of the Members is sought to be obtained by means of voting by way of Postal Ballot, for the following proposal.

Ratification of Remuneration payable to M/s Rajendran, Mani & Varier, Cost Auditors , Cochin to conduct the audit of Cost Records of the Company for the Financial years 2020-21, 2022-23 and 2023-24.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts is annexed hereto for your consideration.

The Board of Directors of the Company by circular resolution dated 12<sup>th</sup> February, 2025 have appointed M/s V Suresh Associates, Practising Company Secretaries, Chennai represented by Mr.V Suresh, Senior Partner/ Mr. Udaya Kumar K.R. Partner as Scrutinizers for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The company shall provide the members (whether holding shares in physical or dematerialised form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot. The Postal ballot period commences on Friday, 21<sup>st</sup> day of February, 2025 (9.00 a.m.) and ends on Saturday 22<sup>nd</sup> day of March ,2025 (5.30 p.m.).

The members may carefully read the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self addressed envelope, so as to reach the Scrutinizer before the closing of working hours (5.30 p.m.) on Saturday the 22<sup>nd</sup> March, 2025 . It may be noted that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the member. No other form or photocopy thereof is permitted.

The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballot forms. The results of the postal ballot will be announced by the Chairman or any Director of the Company or in his absence, any person authorized by them on Monday , the 24<sup>th</sup> March, 2025 at the Registered Office of the Company.

The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's website: [www.highlandproduce.in](http://www.highlandproduce.in). The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said resolution.

Members requiring any clarifications on Postal Ballot may contact M/s. Cameo Corporate Services Limited on Phone No: (044) 28460390-95 or email: [investor@cameoindia.com](mailto:investor@cameoindia.com), or send an e-mail to [avt.alapuzha@gmail.com](mailto:avt.alapuzha@gmail.com)

## **PROPOSED RESOLUTION**

### **1. Ratification of Remuneration payable to Cost Auditors for the Financial years 2020-2021, 2022-2023 & 2023-2024.**

To consider and if thought fit, to pass through Postal Ballot, the following Resolution as an Ordinary Resolution:

RESOLVED : "That pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.Rajendran, Mani & Varier, Cost Auditors (Firm Registration No.000006), appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the financial years ended 31<sup>st</sup> March, 2021, 31<sup>st</sup> March 2023 & 31<sup>st</sup> March 2024 be paid a remuneration of Rs.1,00,000/- (Rupees One Lakh only) for each financial year plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit"

RESOLVED FURTHER : "That the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board  
For THE HIGHLAND PRODUCE COMPANY LIMITED  
DILIP THOMAS  
CHAIRMAN  
DIN: 00052185

Chennai  
12<sup>th</sup> February, 2025

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot Form setting out material facts is appended herein below.
2. The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 14<sup>th</sup> day of February, 2025 . Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot.
3. The Postal Ballot Notice also has been placed on Company's website: [www.highlandproduce.in](http://www.highlandproduce.in) and will remain on such website until the last date of receipt of the Postal Ballot from members.
4. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on 14<sup>th</sup> day of February, 2025 .
5. The Postal ballot period commences on Friday, 21<sup>st</sup> day of February, 2025 (9.00 a.m.) and ends on Saturday , 22<sup>nd</sup> day of March, 2025 (5.30 p.m.).
6. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, March 22, 2025.
8. The Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Also attached is a self-addressed, business reply envelope.
9. M/s V. Suresh Associates, Practising Company Secretaries, Chennai represented by Mr.V Suresh, Senior Partner / Mr.Udaya Kumar K. R. Partner have been appointed as Scrutinizers to scrutinize the Postal Ballot process in a fair and transparent manner.
10. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served to the Members along with physical form through post/ courier.
11. Members cannot exercise votes by proxy.
12. The Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

**Explanatory statement pursuant to Section 102 and Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014.**

In conformity with the provisions of Section 102 and 110 of the Companies Act 2013, the following explanatory statement relating to the business accompanying Notice shall form part of this Notice

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board of Directors of the Company by circular resolution dated 12<sup>th</sup> February, 2025 have appointed M/s. Rajendran, Mani & Varier, Cost Auditors, Cochin, to conduct the audit of the cost records maintained by the Company for the financial year 2020-21, 2022-23 and 2023-24 on a remuneration of Rs.1,00,000/- (Rupees One Lakh only) for each financial year plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

Accordingly, consent of the members is sought for passing the Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial years 2020-21, 2022-23 and 2023-24.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary resolution.

The Board of Directors recommends the Resolution as set out in the Notice for approval of the members.

By Order of the Board  
For THE HIGHLAND PRODUCE COMPANY LIMITED  
DILIP THOMAS  
CHAIRMAN  
DIN:00052185

Chennai  
12<sup>TH</sup> February, 2025