



V. Suresh, FCS

PCS • Insolvency Professional • Regd. Valuer of Financial Assets

Phone : 044-4211 1701

E-mail : vsureshpcs@gmail.com

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: 22.09.2022

To,
The Chairman,
M/s. The Highland Produce Company Limited,
W 21/674, Beach Road
Alappuzha - 688012.

Dear Sir,

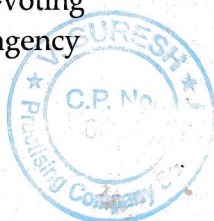
Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 96th Annual General Meeting of The Highland Produce Company Limited held on Thursday, September, 22, 2022 at 11:30 A.M at the Registered Office, of the company Situated 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 Company Limited, (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 96th Annual General Meeting (AGM) of The Highland Produce Company Limited held on Thursday, September, 22, 2022 at 11:30 A.M at the Registered Office, of the company Situated at W-21/674, Beach Road, Alappuzha-688 012.

The Notice dated 25th July 2022 under 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 Financial Express dated 31st August, 2022 all editions and in a vernacular newspaper Mangalam dated 1st September, 2022, Alappuzha edition.

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 96th 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", 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, 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 96th 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 15, 2022 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 96th AGM of the Company.)

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

Remote E-voting:

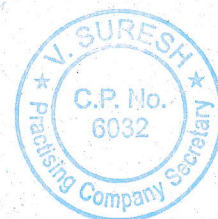
- i. The e-voting period remained open from Monday, 19th September, 2022 (9:00 a.m.) and ends on Wednesday, 21st September, 2022, (5:00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their 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 place in the venue.
- iii. The locked ballot box was subsequently opened. The Ballot papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for" or "against", 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) Ltd, (i.e.) www.evotingindia.com and voting through Ballot Papers at the AGM venue, was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

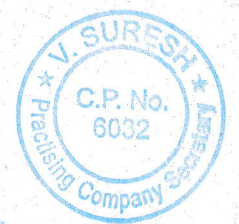
Ordinary Business: Adoption of the Audited Financial Statements for the financial year ended March 31, 2022 together with the reports of the Board of Directors' and Auditors' thereon.

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	3,47,053	19	3,47,053	100.00	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100.00	-	-	-	-	-
TOTAL	3,85,179	21	3,85,179	100.00	-	-	-	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Approval of Final Dividend of 100% (Rs 10/- per Equity Share) on the Paid-up Equity Share Capital of the Company for the Financial Year 2021- 2022.

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	3,47,053	19	3,47,053	100.00	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100.00	-	-	-	-	-
TOTAL	3,85,179	21	3,85,179	100.00	-	-	-	-	-



Resolution No 3: Ordinary Resolution

Ordinary Business: Re-Appointment of Mr. K.Ashok (DIN:02272068) as Director of the Company.

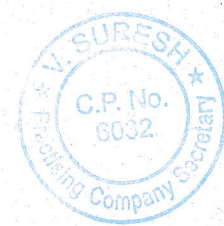
Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	3,47,053	19	3,47,053	100.00	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100.00	-	-	-	-	-
TOTAL	3,85,179	21	3,85,179	100.00	-	-	-	-	-

Resolution No 4: Ordinary Resolution

Ordinary Business: Re-Appointment of M/s. Suri & Co Chartered Accountants (Firm Registration Number: 004283S) as a Statutory Auditors of the company.

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	3,47,053	19	3,47,053	100.00	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100.00	-	-	-	-	-
TOTAL	3,85,179	21	3,85,179	100.00	-	-	-	-	-

[Handwritten signature]



Resolution No 5: Special Resolution

Special Business: Loan to The Rajagiri Rubber and Produce Company Limited (herein referred as borrowing company), a company in which the Directors of the company are interested, to the extent of Rs. 3 Crores (Rupees Three Crores only) to be utilized for the principal business activities of the borrowing company.

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	3,47,053	18	3,46,953	99.97	1	100	0.03	-	-
Voting at AGM	38,126	2	38,126	100.00	-	-	-	-	-
TOTAL	3,85,179	20	3,85,079	99.97	1	100	0.03	-	-

All the resolutions have been passed with requisite majority.

Thanking you,
Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969D001019116

