



**Scrutinizer's Report**

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

Dated: 26<sup>th</sup> September, 2023

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 for the 97<sup>th</sup> Annual General Meeting of M/s. The Highland Produce Company Limited, held on Tuesday, September 26, 2023 at 11:30 A.M at W 21/674, Beach Road, Alappuzha – 688012.**

We, V Suresh Associates, Practising Company Secretaries, has been appointed by the Board of Directors of 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 AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 97<sup>th</sup> Annual General Meeting (AGM) of the members of the Company.

The Notice dated 09<sup>th</sup> August 2023 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" in all editions and in a vernacular newspaper "Mangalam" Alappuzha edition on 02<sup>nd</sup> September, 2023.

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 97<sup>th</sup> Annual General Meeting (AGM) of the members of the Company.



Our 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 Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.

The members of the Company as on the "cut-off" date i.e. September 18, 2023 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 97<sup>th</sup> AGM of the Company.)

Further to the above, we submit our report as under:-

**Remote E-voting:**

- i. The e-voting period remained open from **Saturday, September 23, 2023** (9.00 A.M. IST) to **Monday, September 25, 2023** (5.00 p.m. IST) (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.
- i. 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 paper 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 Ballot 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.
- ii. The Ballot papers were collected and diligently scrutinized. They were also reconciled with the records maintained by the Company and the authorizations/proxies 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](http://www.evotingindia.com) 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, 2023 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	3,47,202	18	3,47,202	100	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100	-	-	-	-	-
<b>Total</b>	<b>3,85,328</b>	<b>20</b>	<b>3,85,328</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Resolution No 2: Ordinary Resolution

**Ordinary Business: Declare of Dividend On equity shares.**

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	3,47,202	18	3,47,202	100	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100	-	-	-	-	-
<b>Total</b>	<b>3,85,328</b>	<b>20</b>	<b>3,85,328</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



### Resolution No 3: Ordinary Resolution

**Ordinary Business: Appointment of Director in place of Mr. Dilip Thomas (DIN: 00052185), 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	3,47,202	18	3,47,202	100	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100	-	-	-	-	-
<b>Total</b>	<b>3,85,328</b>	<b>20</b>	<b>3,85,328</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### Resolution No 4: Ordinary Resolution

**Ordinary Business: Appointment of Mr.S.Ganesan (DIN: 08588380), 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	3,47,202	18	3,47,202	100	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100	-	-	-	-	-
<b>Total</b>	<b>3,85,328</b>	<b>20</b>	<b>3,85,328</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**RESOLUTION NO 5: Ordinary Resolution**

**Special Business: Re-appointment of Mr.K.Suresh (DIN: 00255162), as Managing 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	3,47,202	18	3,47,202	100	-	-	-	-	-
Voting at AGM	38,126	2	38,126	100	-	-	-	-	-
<b>Total</b>	<b>3,85,328</b>	<b>20</b>	<b>3,85,328</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Resolution No 6: Ordinary Resolution**

**Special Business: Fixation of Managerial Remuneration to Mr.K.Suresh, (DIN: 00255162) Managing Director.**

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	3,47,202	17	3,46,902	99.91	1	300	0.09	-	-
Voting at AGM	38,126	2	38,126	100.00	-	-	-	-	-
<b>Total</b>	<b>3,85,328</b>	<b>19</b>	<b>3,85,028</b>	<b>99.91</b>	<b>1</b>	<b>300</b>	<b>0.09</b>	<b>-</b>	<b>-</b>

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,

**For V Suresh Associates**



V Suresh

Senior Partner

Practising Company Secretaries

Membership No. 2969

CP No. 6032

UDIN: F002969E001088713

