

POSTAL BALLOT RESULTS - 6TH MAY 2016

Mr. S.Dhanapal, Senior Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted his report dt: 5th May, 2016 to the Chairman of the Company. In accordance with the said report, the results were declared by Mr. R.G.Chandramogan, Managing Director of the Company, in terms of notice of postal ballot, at the registered office of the Company today, i.e., 6th May, 2016.

The summarised result of the Postal Ballot is as follows:

Date of Declaration of results of Postal Ballot: 6th May 2016

Total number of shareholders as on 24th March 2016: 6191
(cut-off date for reckoning the voting rights of shareholders)

Details of Agenda: **Alteration of Main Object Clause of Memorandum of Association of the Company.**

Resolution required : Special Resolution

Mode of Voting: Postal Ballot \ E-voting

Results : Resolution was carried out with requisite majority ⁰₁₁

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HATSUN AGRO PRODUCT LTD

Corporate office:
Domaine, Door No: 1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam,
Chennai - 600 097. India.
T: 044-24501622
F: 044-24501422
E: info@hatsun.com
CIN: L15499TN1986PLG012747

Total number of Ballots received : 372

Total Valid Ballots : 292

Resolution No. 1 – (Special Resolution)

| Promoter/ Public | No. of shares held# (1) | No. of votes polled* (2) | % of votes polled on o/s shares (3)=[(2)/(1)] *100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|--|-------------------------------|-----------------------------------|--|----------------------------------|-----------------------------------|---|--|
| Promoter & Promoter Group | 81205372 | 81205372 | 100.00 | 81205372 | 0.00 | 100 | 0.00 |
| Public – Institutional Holders** | 3550982 | 599760 | 16.89 | 599760 | 0.00 | 100 | 0.00 |
| Public - Others | 23935294 | 6533306 | 27.30 | 6529972 | 3334 | 99.95 | 0.05 |
| Total | 108691648 | 88338438 | 81.27 | 88335104 | 3334 | 100 | 0.00 |

voting rights are in proportion to shares held as on 24th March 2016.

* Under this column, the valid votes polled are mentioned. ** Includes Body Corporates

The number of votes polled in favour of the Special Resolution is 99.996 % (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

None of the Promoters or Promoter Group is interested in the above resolution.

The above results are announced by Mr.R.G.Chandramogan, Managing Director on 6th May 2016 at the Registered Office of the Company.

We enclose herewith a copy of the Scrutinizer's Report for your reference.

Thanking you,

Yours faithfully,
For HATSUN AGRO PRODUCT LIMITED,



S.NARAYAN
COMPANY SECRETARY.

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S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

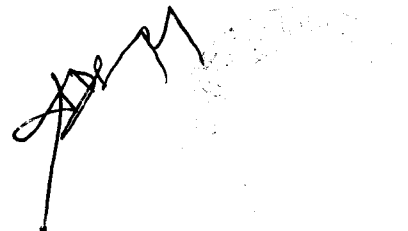
[Pursuant to Section 108 & 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s. Hatsun Agro Product Limited
Domaine, Door No. 1/20A,
Rajiv Gandhi Salai (OMR)
Karapakkam, Chennai - 600097

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolution as set out in the notice of postal ballot dated 16th March 2016 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 submit my report as under:

1. The Company has completed on 5th April 2016 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on 24th March 2016.
2. The shareholders of the Company had option to vote on the resolution through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).



S Dhanapal & Associates
Practising Company Secretaries

3. The physical postal ballot forms were received by and kept under safe custody of the Registrar and Transfer Agent of the Company, M/s. Integrated Enterprises (India) Limited, before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were handed over to me on close of working hours of 04.05.2016 for my scrutiny.
5. With the support of the Registrar and Transfer Agent, the Postal Ballot forms were scrutinized and signatures of Members, who had cast their votes, were verified as also the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 24th March, 2016 maintained by them.
6. All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 04.05.2016 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on NSDL portal as per the notice of postal ballot dated 16th March 2016.
7. Envelopes containing Postal Ballot forms received after the close of working hours on 04.05.2016 were not considered for my scrutiny.
8. It was informed by the Company that the envelopes containing Postal Ballot forms undelivered by the postal authorities aggregated to 418 numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. One member had cast his vote both on e-voting and through physical postal ballot form. The vote cast through physical postal ballot form has been treated as invalid for the purpose of the results of voting and vote cast electronically has been taken.
11. A summary of the votes cast electronically and physical Postal ballot forms received, is given below:

A handwritten signature in black ink is written over a large, bold, stylized logo consisting of the letters 'S' and 'D' joined together. The signature is written in a cursive style, starting with a large 'S' and ending with a long vertical stroke.

Resolution No. 1 – Alteration of the Main Objects Clause of Memorandum of Association of the company

| | No. of shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | e-voting (electronic) | Physical Ballot Forms | Total | e-voting (electronic) | Physical Ballot Forms | Total |
| Total votes cast | 84187827 | 4259268 | 88447095 | 73 | 299 | 372 |
| Less: invalid votes | - | 108657 | 108657 | - | 80 | 80 |
| Net valid votes cast | 84187827 | 4150611 | 88338438 | 73 | 219 | 292 |
| Votes cast in favour | 84187103 | 4148001 | 88335104 | 70 | 215 | 285 |
| Votes Cast against | 724 | 2610 | 3334 | 3 | 4 | 7 |

% of total votes cast in favour of the resolution: 99.996

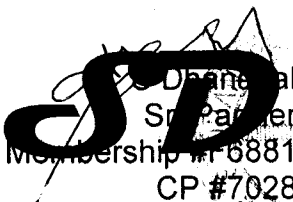
% of total votes cast against the resolution: 0.004

12. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 all the documents relating to postal ballot and e-voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.

13. In view of the above voting results, the resolution as contained in the said notice has received requisite majority, therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

Thanking You,
Yours faithfully,
For S Dhanapal & Associates
(a firm of Practising Company Secretaries)

Place: Chennai
Date: 05.05.2016


 S Dhanapal
 Sr Partner
 Membership No: 6881
 CP #7028
