



HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

DOOR NO.1/20A, "DOMAINE", RAJIV GANDHI SALAI (OMR) KARAPAKKAM, CHENNAI - 600 097.

Phone No.: 044-24501622, Fax: 044-24501422 | Email: secretarial@hap.in | Website: www.hap.in

NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To

The Members of Hatsun Agro Product Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with The Companies (Management and Administration) Rules, 2014 that the Company is seeking the consent of its members for the businesses listed below, by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to each resolution proposed in this notice along with Postal Ballot Form is annexed herewith.

The Company has appointed Mr.S.Dhanapal, Senior Partner of M/s. S.Dhanapal & Associates, Practicing Company Secretaries, Chennai, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on, Wednesday, the 5th day of December, 2018. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman and Managing Director of the Company on Friday, the 7th December, 2018. The results of the postal ballot will be declared by the Chairman and Managing Director or in his absence by the Executive Director authorised by the Board in this regard on Friday, 7th December, 2018 at 5.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company www.hap.in. The results shall be intimated to the Stock Exchange where the shares of the Company are listed and also to the general public through press release in newspapers.

Members may note that as required under Clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and despatching Postal Ballot forms physically. Please read and follow the instructions of e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of result.

Proposed Resolutions:

ITEM NO.1- TO APPROVE THE CONTINUATION OF OFFICE BY MR.R.G.CHANDRAMOGAN AS MANAGING DIRECTOR ON ATTAINMENT OF AGE OF 70 YEARS.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded for continuation of holding office of Managing Director of the Company, by Mr. R.G.Chandramogan (DIN:00012389), Managing Director of the Company, on the existing terms of appointment including remuneration, who will be above the age of 70 (Seventy) years as on March 1st, 2019 until the expiration of his current tenure by March 31st, 2019 and for any further re-appointment thereafter as Managing Director, in accordance with the provisions of Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, for such further term as may be approved by the Shareholders."

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and / or Mr.S.Narayan, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2 - TO RE-APPOINT MR.R.G.CHANDRAMOGAN AS MANAGING DIRECTOR FOR FURTHER TERM OF 5 YEARS WITH EFFECT FROM 1ST APRIL 2019.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company, be and is hereby accorded for the re-appointment of Mr. R.G.Chandramogan (DIN: 00012389) as the Managing Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, for the period commencing from **1st April, 2019 to 31st March, 2024**, on the following terms and conditions and remuneration until further revision is made:-

I) Salary: Rs.3,00,000/- (Rupees Three Lakhs Only) per month.

II) Perquisites: The Perquisites are classified into three categories, Category A, B and C, which are as follows:

CATEGORY 'A'

1) Special Allowance

Special Allowance of Rs.3,75,000/- (Rupees Three Lakhs and Seventy Five Thousand Only) per month.

2) Medical Benefits

Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

3) Leave Travel Allowance

Leave Travel Allowance for self and family once in a year in accordance with the rules specified by the Company subject to a ceiling of one month's salary.

4) Club Fees

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

5) Insurance Cover

Personal Accident Insurance cover for self, the actual premium for which not to exceed Rs.5,000/- per annum.

Explanation: For the purpose of Category 'A', 'family' means the spouse, dependent children and dependent parents.

CATEGORY 'B'

(1) The Benefit of the Company's Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

(2) Leave: Mr. R.G.Chandramogan will be allowed leave and encashment thereof as per the Rules of the Company.

CATEGORY 'C'

The Company shall provide a car with driver and telephone facility at the residence of Mr. R.G.Chandramogan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. R.G.Chandramogan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites, allowances and other benefits payable to Mr. R.G.Chandramogan shall always be subject to the overall ceilings laid down in Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

MINIMUM REMUNERATION

Where in any financial year during the tenure of Mr. R.G.Chandramogan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. R.G.Chandramogan the above remuneration by way of salary, perquisites and other benefits as minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provision governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.”

“RESOLVED FURTHER that any Director and / or Mr.S.Narayan, Company Secretary be and is hereby severally authorised to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities.”

ITEM NO. 3 - TO RE-APPOINT MR.BALASUBRAMANIAN THENAMUTHAN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.Balasubramanian Thenamuthan (DIN: 01099739), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company for a term upto 31st March 2024.”

By Order of the Board
For HATSUN AGRO PRODUCT LIMITED

Place: Thiruthangal
Date: 22-10-2018

SD/-
R.G.CHANDRAMOGAN
CHAIRMAN AND MANAGING DIRECTOR

Notes:

1. The explanatory statement and reasons for the proposed resolution as required under Section 102 of the Companies Act,2013, is annexed to this notice.
2. The Company has appointed Mr.S.Dhanapal (FCS 6881), Senior Partner, M/s. S.Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services(India) Limited (CDSL) as on 26.10.2018
4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Share holders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The complete detail of the instructions for e-voting is annexed to this notice.

Registered Folio No. / DP ID No. / Client ID No.	Number of shares held:

Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set for thin the Notice of Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. We have enabled separate EVEN numbers for fully paid equity shares and partly paid equity shares of the Company. Members are requested to cast their electronic vote separately under the respective EVEN numbers created separately for fully paid equity shares and partly paid equity shares. Members who do not hold partly paid equity shares will cast their vote only for the EVEN number created for Fully paid equity shares.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Postal ballot notice.

Steps for Remote e-voting:-

1. Open the internet browser and type the following URL : <https://www.evoting.nsdl.com>
2. Click on Share holder Login
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging for the first time, please enter the User ID and Password provided in this document.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.
7. Select "EVEN" of Hatsun Agro Product Limited.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolutions, you will not be allowed to modify your vote.
12. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Instruction for voting through postal ballot:-

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered share holder will also be accepted.
2. The self addressed envelope bears the address of the Registrar and transfer agent appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named shareholder
4. Incomplete and/or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the Registrar and Transfer Agent not later than the close of working hours on 5th December 2018. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by companies/trusts, societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/ Authority for the purpose.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the share holders as on 26th October 2018.
8. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR)/dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
10. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
11. The scrutinizer's decision on the validity of postal ballot shall be final.

General Instructions:

1. The remote e-voting period commences on 9.30 A.M. on Monday, 05th November, 2018 and ends on 5.00 P.M on Wednesday, 05th December, 2018. During this period, the share holders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, 26th October, 2018, may cast their votes electronically. Once the vote on all resolutions is cast by the share holder, the share holder shall not be allowed to change it subsequently.

2. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remotee-voting/voting through postal ballot paper.
3. Shri. S.Dhanapal, Senior Partner of M/s.S Dhanapal & Associates, Practising Company Secretaries (Membership No.FCS6881) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 26th October, 2018.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hap.in and on the website of the NSDL within two days of the declaration of results and communicated to National Stock Exchange of India Limited and BSE Ltd.
6. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting both, then voting done through Physical Ballot shall be treated as invalid.
7. In case of any difficulties / grievances relating to the voting process, the members can contact:
Mr. S. Narayan, Company Secretary
HATSUN AGRO PRODUCT LIMITED
CIN : L15499TN1986PLC012747
Regd. Office : DOOR NO.1/20A, "DOMAINE", RAJIV GANDHI SALAI (OMR),
KARAPAKKAM, CHENNAI - 600 097.
Phone No.: 044-24501622, Fax: 044-24501422 | Email: secretarial@hap.in | Website: www.hap.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:-

Mr.R.G.Chandramogan was appointed as Managing Director of the Company for a term of 5 (Five) years by the shareholders through postal ballot on 21st June, 2014, w.e.f 01.04.2014 and his current term expires by 31st March, 2019. Mr.R.G.Chandramogan shall attain the age of 70 years by 1st March, 2019 which date falls within his existing term.

As per Section 196 (3) of the Companies Act 2013, a person who has attained the age of 70 years can continue as Managing Director provided his continuation of position as Managing Director is approved by shareholders by passing a special resolution. Accordingly for continuation of Mr.R.G.Chandramogan as Managing Director who will be above the age of 70 years as of 1st March 2019, a special resolution has been proposed and justification for the same is given below:

Mr.R.G.Chandramogan is the promoter of the Company and has been in the dairy business for more than 30 years. He has been instrumental in building the flagship brand ARUN which is a coveted brand in Ice Cream segment. Under his leadership, the Company has risen to be one of the top leading private dairy listed Company in India and has phenomenally expanded product base ranging from Milk, Milk Product, Ice Creams to Value added products viz., Pizza, Chocolates, flavored milk, Yogurt etc.,. His more than three decades of experience has steered the Company to become one among the top 500 listed companies based on the market Capitalisation. He is also a receiver of patronship award by Indian Dairy Association in recognition of the valuable services rendered by him in furthering the cause of Indian Dairy Association and the dairy industry through planning and development. His continued association with the Company will further strengthen the Company in the market position among its peers and also enhance the stakeholder value in the Company.

Mr.R.G.Chandramogan, being the appointee himself and Mr.C.Sathyan, Executive Director being related to Mr.R.G.Chandramogan may be deemed to be interested in the resolution set out at Item No. 1 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No.1 of the notice for approval of the Members.

Item No. 2:-

The Board of Directors of the Company ("the Board") at its meeting held on October 22, 2018 has, subject to approval of members, reappointed Mr. R.G.Chandramogan (DIN: 00012389) as the Managing Director for a further period of 5 (five) years from the expiry of his present term, that is, 31st March, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board from time to time.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. R.G.Chandramogan as Managing Director, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Mr. R.G.Chandramogan are as under:

I Salary: Rs.3,00,000/- (Rupees Three Lakhs Only) per month.

II Perquisites: The Perquisites are classified into three categories, Category A, B and C, which are as follows:

CATEGORY 'A'

1) Special Allowance of Rs.3,75,000/- (Rupees Three Lakhs and Seventy Five Only) per month.

2) Medical Benefits

Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

3) Leave Travel Allowance

Leave Travel Allowance for self and family once in a year in accordance with the rules specified by the Company subject to a ceiling of one month's salary.

4) Club Fees

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

5) Insurance Cover

Personal Accident Insurance cover for self, the actual premium for which not to exceed Rs.5,000/- per annum.

Explanation: For the purpose of Category 'A', 'family' means the spouse, dependent children and dependent parents.

CATEGORY 'B'

1. The Benefit of the Company's Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

2. Leave: Mr. R.G.Chandramogan will be allowed leave and encashment thereof as per the Rules of the Company.

CATEGORY 'C'

The Company shall provide a car with driver and telephone facility at the residence of Mr. R.G.Chandramogan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. R.G.Chandramogan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites, allowances and other benefits payable to Mr. R.G.Chandramogan shall always be subject to the overall ceilings laid down in Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

MINIMUM REMUNERATION

Where in any financial year during the tenure of Mr. R.G.Chandramogan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. R.G.Chandramogan the above remuneration by way of salary, perquisites and other benefits as minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provision governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

Mr. R.G.Chandramogan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being re-appointed as Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. R.G.Chandramogan under Section 190 of the Act.

A brief profile of Mr. R.G.Chandramogan is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of item no. 1 and 2 of this notice.

Name of the Director	Shri R.G.Chandramogan
Director Identification Number (DIN)	00012389
Date of Birth and Age	01-03-1949 and 69 Years
Date of Appointment at current designation / Date of first appointment on the Board	For a period of five years commencing from April 1, 2014 as Managing Director.
Profile / Qualifications & Experience	Mr.R.G.Chandramogan has been in the dairy business for more than 30 years. In February 2018, the Indian Dairy Association awarded patronship to Mr. R.G Chandramogan in recognition of the valuable services rendered by him in furthering the cause of the Indian Dairy Association and the dairy industry, through planning and development.
Terms and conditions of appointment / re-appointment.	The term and conditions of appointment and remuneration are as per the ordinary resolution passed through Postal Ballot by the shareholders on 21st June 2014. Mr.R.G.Chandramogan is now proposed to be re-appointed as Managing Director and liable to retire by rotation.
Remuneration last drawn	INR 66.81 Lakhs
Remuneration proposed to be paid	As per terms and conditions as detailed in the explanatory statement.
Directorship in other Companies & Membership/ Chairmanship of Committees of other Boards	None
Shareholding in the Company as of 30th September 2018.	Holds 8,57,20,470 fully paid equity shares and 57,62,397 partly paid equity shares.
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Father of Mr.C.Sathyam, Executive Director.
The number of Meetings of the Board attended during the FY 2018-19 i.e, upto 30th September 2018.	Two Meetings

Mr.R.G.Chandramogan and Mr.C.Sathyam, Executive Director being related to Mr.R.G.Chandramogan may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No.2 of the notice for approval of the Members.

Item No.3:-

Mr. Balasubramanian Thenamuthan (DIN: 01099739) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of five year till 31st March 2019. He holds office as Independent Directors of the Company up to 31st March 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the performance evaluation of Independent Directors, has recommended reappointment of Mr.Balasubramanian Thenamuthan as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr.Balasubramanian Thenamuthan during his tenure, the continued association of Mr.Balasubramanian Thenamuthan would be beneficial to the Company and it is desirable to continue to avail his service as Independent Director.

Accordingly, it is proposed to re-appoint Mr.Balasubramanian Thenamuthan as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 1st April 2019.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a ordinary resolution by the company.

Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Mr. Balasubramanian Thenamuthan is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Balasubramanian Thenamuthan for the office of Independent Director of the Company. The Company has also received declarations from Mr. Balasubramanian Thenamuthan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI LODR 2015.

In the opinion of the Board, Mr. Balasubramanian Thenamuthan fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI LODR 2015.

Details of Director whose re-appointment as Independent Directors is proposed at Item No.3 is provided below pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Name of the Director	Shri Balasubramanian Thenamuthan
Director Identification Number (DIN)	01099739
Date of Birth and Age	17-11-1960 and 57 Years
Date of Appointment at current designation / Date of first appointment on the Board	31.07.2014
Profile / Qualifications & Experience	He holds master's degree in communication and journalism from the University of Madras. He has over 15 years of experience in the field of Journalism.
Terms and conditions of appointment / re-appointment.	As mentioned in the letter of appointment as an Independent Director for further term of 5 years effective from 1st April 2019.
Remuneration last drawn	Only entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board.
Remuneration proposed to be paid	Will be entitled to only Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board.
Directorship in other Companies & Membership/ Chairmanship of Committees of other Boards	Karnataka News Publications Pvt Ltd.
Shareholding in the Company as of 30th September 2018.	None.
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	None
The number of Meetings of the Board attended during the FY 2018-19 i.e, upto 30th September 2018.	One Meeting

Copy of draft letter of appointment of Mr. Balasubramanian Thenamuthan setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company on all week days during business hours.

Mr. Balasubramanian Thenamuthan is interested in the resolution set out at Item No.3 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the SEBI LODR 2015. The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

By Order of the Board
For HATSUN AGRO PRODUCT LIMITED
SD/-
R.G.CHANDRAMOGAN
CHAIRMAN AND MANAGING DIRECTOR

Place: Thiruthangal

Date: 22-10-2018

Encl : 1. Postal Ballot Form

2. Pre-paid self-addressed Envelope.