

## **HATSUN AGRO PRODUCT LIMITED**

CIN: L15499TN1986PLC012747

**Regd. Office:** No.41 (49), Janakiram Colony Main Road, Janakiram Colony, Arumbakkam, Chennai - 600106.

**Phone Number:** 044-43659999, **Fax:** 044-43659998 | **Email:** secretarial@hap.in | **Website:** www.hap.in

**Corporate Office:** No.14, TNHB, TN Housing Board "A" Road, Sholinganallur, Chennai – 600 119.

**Phone Number:** 044-24501622, **Fax:** 044-24501422 | **Email:** secretarial@hap.in | **Website:** www.hap.in

### **POSTAL BALLOT NOTICE**

**Issued to the Members pursuant to Sections 108 and 110 of The Companies Act, 2013, as amended, read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended:**

**To**

**The Members of Hatsun Agro Product Limited**

Notice is hereby given, pursuant to Sections 108, 110 and other applicable provisions if any of the Companies Act, 2013 ("the Act") as amended read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), the businesses listed below are proposed to be passed by way of Special Resolutions through Postal Ballot by Voting through electronic means ("Remote e-voting") by the Shareholders who have registered their email ids with the Company / RTA/ Depositories taking in to account the Circulars issued by the Ministry of Corporate Affairs from time to time in this regard, Secretarial Standards on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable Laws, Rules and Regulations (including any Statutory modification / re-enactment thereof for the time being in force and as amended from time to time). Further, the facility of physical voting option through Postal Ballot papers will be provided to the Shareholders who have not registered their email ids considering the relaxations given in this regard.

The Explanatory Statement pertaining to the resolutions proposed in this Notice is annexed herewith.

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

#### **Shareholders who have not registered their email ids and who get the Physical Notice and Form:**

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 13<sup>th</sup> December, 2023. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or a person authorized by him on or before Friday, the 15<sup>th</sup> December, 2023. The results of the postal ballot will be declared by the Chairman or a person authorized by him in this regard on or before Friday, the 15<sup>th</sup> December, 2023 at the Registered Office of the Company. The results will also be posted on the website of the Company **www.hap.in** and intimated to the Stock Exchanges where the shares of the Company are listed.

**Shareholders who have registered their email ids:**

Members may note that, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot, which would enable the members who have registered their email ids, to cast their votes electronically.

However, Shareholders who have not registered their email ids can cast their votes and dispatch Postal Ballot forms physically.

Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only the 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 e-voting will commence on Tuesday, the 14th November, 2023 and close on Wednesday, the 13th December, 2023.

The Resolutions, if approved, will be taken as passed effectively on the last date of e-voting / receipt of physical ballot papers i.e., Wednesday, the 13<sup>th</sup> December, 2023.

**Proposed Resolutions:****ITEM NO.1: Payment of Remuneration to Mr. D. Sathyanarayan (DIN: 08489439), Non-Executive Non-Independent Director:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 197 and other applicable provisions if any of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the remuneration and benefits (apart from the remuneration as applicable to the other Non-Executive Directors of the Company) payable to Mr. D. Sathyanarayan (DIN: 08489439), Non-Executive Non-Independent Director of the Company, for the period from 1<sup>st</sup> April 2024 till 31<sup>st</sup> March 2025, as set out in the Explanatory Statement annexed to the Notice, be and is hereby approved.”

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Mr. G. Somasundaram, Company Secretary of the Company be and are hereby authorized severally 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: Appointment of Mr. S. Subramanian (DIN: 08341478) as an Independent Director for a Second term and Final term of 5 consecutive 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 the provisions of Sections 149, 152, 160, 161 and other applicable provisions if any of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr S Subramanian (DIN 08341478), holding the Independent Directorship up to 23<sup>rd</sup> January, 2024, who qualifies for being appointed as an Independent Director for the second and final term of five consecutive years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years w.e.f. 24th January, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and / or Mr. G. Somasundaram, Company Secretary of the Company 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.”

By Order of the Board  
For Hatsun Agro Product Limited  
Sd/-  
G. Somasundaram  
Company Secretary

**Place:** Chennai

**Date:** 19.10.2023

**Notes:**

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. Postal Ballot Notice is being sent to the Members through electronic mode whose email addresses are registered with the Company/RTA viz., Integrated Registry Management Services Pvt. Ltd. / Depositories. Physical Notice and Ballot papers along with pre-paid postal envelopes are sent to the Shareholders who have not registered their email ids with the Company / RTA / Depositories. Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system and physical mode.
3. The Notice is available on the Company’s website [www.hap.in](http://www.hap.in) and the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the National Securities Depository Limited (“NSDL”) at

<https://www.evoting.nsdl.com>.

4. The Company has appointed Mr. N Ramanathan (FCS 6665), Designated Partner, M/s. S Dhanapal & Associates LLP, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
5. 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 3<sup>rd</sup> November, 2023. The e-voting will commence on Tuesday, the 14<sup>th</sup> November, 2023 and close on Wednesday, the 13<sup>th</sup> December, 2023.

**Dear Member,**

**Subject:** Instructions for e-voting

Pursuant to the provisions of Sections 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, to the members to cast their votes electronically on all the resolutions as set forth in the Notice of Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. Members are requested to cast their electronic vote separately under the respective EVEN numbers created separately for fully paid up equity shares and partly paid up equity shares.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Postal ballot notice.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ”

which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then

	<p>user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Help Desk No.: 022-4886 7000 and 022-2499 7000</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you

retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

**c) How to retrieve your 'initial password'?**

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

**6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8. Now, you will have to click on "Login" button.**

**9. After you click on the "Login" button, Home page of e-Voting will open.**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **secretarial@csdhanapal.com** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Help Desk No.: 022-4886 7000 and 022-2499 7000 or send a request to **Ms. Pallavi Mhatre-Senior Manager** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **secretarial@hap.in**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **secretarial@hap.in**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **DISCLOSURES PURSUANT TO SECRETARIAL STANDARDS – 2**

#### **Profile of the Director pertaining to fixation of Remuneration**

<b>Name of the Director</b>	<b>Mr. D Sathyanarayan</b>
Director Identification Number (DIN)	08489439
Date of Birth and Age	14-06-1959 (64 Years)

Date of Appointment at current designation /Date of first appointment on the Board	21 <sup>st</sup> June 2019
Profile/Qualifications & Experience	Mr. D.Sathyanarayan has more than three decades of experience in handling Factory operations, Food Safety, Quality control aspects and setting up of new plant/s.
Details of Remuneration sought to be paid	As detailed in the explanatory statement.
Remuneration last drawn	Entitled to a Sitting Fee of Rs. 50,000/- per meeting of the Board.  Entitled to a monthly Remuneration of Rs. 50,000/- from 01.04.2023 till 31.03.2024 which was approved by the Shareholders of the Company by way of passing a Special Resolution through postal ballot on 15 <sup>th</sup> March, 2023.
Directorship in other Companies & Membership /Chairmanship of Committees of other Boards	None
Shareholding in the Company	Nil
Relationship with Other Directors, Managers and other Key Managerial Personnel of the company	None
The number of Meetings of the Board attended during the year (upto and including the date of Board Meeting held on 19 <sup>th</sup> October, 2023)	During the FY 2023-24: 3 Board Meetings

Details of Director whose re-appointments as an Independent Director is proposed at Item No.2 are 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.

<b>Name of the Director</b>	<b>Mr. S. Subramanian</b>
Director Identification Number (DIN)	08341478
Date of Birth and Age	09-01-1959 and 64 Years
Date of Appointment at Current designation / Date of first appointment on the Board	24th January 2019 as Additional Director in the capacity of Non-Executive and Independent.

Profile / Qualifications & Experience	Shri. S. Subramanian is a Post Graduate in Commerce and Management and he is a finance professional with more than 30 years of experience in the manufacturing industry. He has expertise and knowledge in the areas of Corporate Finance, Accounting, Capital Structuring, Governance and Compliance matters.
Terms and conditions of appointment / re-appointment.	As mentioned in the letter of appointment as an Independent Director for a term of 5 consecutive years.
Remuneration last drawn	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 only.
Remuneration proposed to be paid	Will be 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 only.
Directorship in other Companies & Membership/ Chairmanship of Committees of other Boards	NIL
Shareholding in the Company as of 31 <sup>st</sup> October 2023.	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	NIL
The number of Meetings of the Board attended during the FY 2022-23 i.e, upto 31 <sup>st</sup> March 2023.	7

Mr. S. Subramanian is 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 anyway, concerned or interested, financially or otherwise, in the resolution/s.

This statement may also be regarded as an appropriate disclosure under the SEBI LODR 2015. The Board recommends the Resolutions set out at Item No.1 & 2 of the Notice for approval by the members.

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

**Item No. 1:-**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Members by way of Special Resolution is required every year, if the Remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the remuneration and benefits, payable to Mr. D. Sathyanarayan (DIN: 08489439) for the period from 1<sup>st</sup> April 2024 till 31<sup>st</sup> March 2025, as provided below:

- (a) Monthly remuneration of Rs. 50,000/- aggregating to Rs. 6,00,000/- for the period from 1<sup>st</sup> April 2024 till 31<sup>st</sup> March 2025;
- (b) Provision of Travelling, Conveyance, Boarding and Lodging Facilities for the services rendered by him periodically.

In addition to coverage under Personal Accident Insurance and sitting fees for attending the meetings of the Board, Mr. D. Sathyanarayan would be entitled to a remuneration as mentioned above and as covered in the proposed Resolution under Item No. 1 and as may be determined by the Board.

Mr. D. Sathyanarayan does not hold any equity share in the Company. He does not hold any share in the Company on a beneficial basis for any other person. Mr. D. Sathyanarayan and his relatives are interested in the Resolutions. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends the Resolution for your approval.

**Item No. 2:-**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Mr S Subramanian (DIN 08341478) as an Additional Director with effect from 24th January 2019 in the capacity of an Independent Director for a period of 5 (Five) consecutive years and the Shareholders through the Postal Ballot approved the appointment on 11th June, 2019.

The Board is of the view that the continued association of Mr. S. Subramanian would benefit the Company, given his knowledge, experience, performance and contribution to the Board processes. The Company has received notice in writing from the member proposing the candidature of Mr. S. Subramanian for appointment as Independent Director of the Company.

Mr. S Subramanian has given his declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr S Subramanian, fulfill the conditions specified in the Act and the rules framed thereunder for reappointment as Independent Director andhe is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 and in compliance with Regulation 17(1) of SEBI (LODR) Regulations, 2015 as amended, the re-appointment ofMr. S Subramanian as Independent Director is recommended by the Board of Directors and now the same is placed before the Members for their approval.

All the relevant documents, contracts, the terms and conditions of re-appointment of Mr. S Subramanian as an Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working day, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of declaration of results of Postal Ballot.Accordingly, it is proposed to re-appoint Mr.. S. Subramanian as Independent Director of the Company, not liable to retire by rotation and to hold office for the second and final term of 5 (five) consecutive years on the Board of the Company commencing from 24th January 2024.

The Board recommends the Resolution for your approval.

**By Order of the Board  
For Hatsun Agro Product Limited**

**Sd/-**

**G. Somasundaram  
Company Secretary**

Place: Chennai

Date: 19.10.2023

Encl : 1. Postal Ballot Form  
2. Pre-paid self-addressed Envelope.