

**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, Partner of M/s. S Dhanapal & Associates, 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 15<sup>th</sup> March, 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 17<sup>th</sup> March, 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 17<sup>th</sup> March, 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 February, 2023 and close on Wednesday, the 15th March, 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 15<sup>th</sup> March, 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 2023 till 31<sup>st</sup> March 2024, 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: Approval for amendment to Articles of Association of the Company:**

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and is hereby altered by replacing the existing Articles 7 (I) with the new Article as mentioned below:

7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

- I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
- (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days *or such lesser number of days as may be prescribed and not exceeding thirty days*, from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined.
- (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
- (d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the shareholders and the Company.

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

**Place:** Chennai

**Date:** 19.01.2023

**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), 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.
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 03.02.2023. The e-voting will commence on Tuesday, the 14th February, 2023 and close on Wednesday, the 15th March, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode	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

with NSDL.

“Beneficial Owner” icon under “Login” 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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

**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.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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 toll free no.: 1800 1020 990 and 1800 22 44 30 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](mailto: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](mailto: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 (63 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 01.04.2022 till 31.03.2023 which was approved by the Shareholders of the Company by way of passing a Special Resolution through postal ballot on 15 <sup>th</sup> January, 2022.
Directorship in other Companies & Membership /Chairmanship of	None

Committees of other Boards	
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> January, 2023)	During the FY 2022-23: 6 Board Meetings

**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 2023 till 31<sup>st</sup> March 2024, 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 2023 till 31<sup>st</sup> March 2024;
- (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 proposes to amend Article 7 (I) of the Articles of Association of the Company as stated in the Resolution to align it with Section 62 (1) (a) of the Companies Act, 2013. As per Section 14 of the Companies Act, 2013, Special Resolution is required to be passed for alteration of Articles of Association. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

Copy of the Articles of Association together with the proposed amendments are available for inspection at the registered office of the Company during office hours from the date of dispatch of this notice till the last date for receipt of votes by postal voting.

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: 19.01.2023

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