

HAP

Hatsun Agro Product Ltd.
Registered Office:
Domaine, Door No: 1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam, Chennai - 97. India.
P: +91 44 2450 1622
F: +91 44 2450 1422
E: info@hap.in | www.hap.in
CIN: L15499TN1986PLC012747

25th September, 2020

HAPL\SEC\35\2020-21

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051.

Stock Code: BSE: 531531,
NSE: HATSUN

Dear Sir / Madam,

Sub: Intimation of Outcome of Results of the 35th Annual General Meeting (AGM) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the voting results of the 35th Annual General Meeting ("AGM") of the Company held on Thursday, September 24, 2020 which commenced at 10:00 A.M and concluded at 10:52 A.M through Video Conference (VC) / Other Audio Visual Means (OAVM) and Scrutinizer's Report.

Mr. N Ramanathan, Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid AGM has submitted his report dated 25th September, 2020 addressed to the Chairman of the Company. In accordance with the said report, the results were declared by Mr. G. Somasundaram, Company Secretary of the Company, at the registered office of the Company today, i.e., 25th September, 2020.

We are pleased to inform you that all the Seven (7) resolutions have been passed by the shareholders of the Company with requisite majority.

Thanking you,

Yours faithfully,

For HATSUN AGRO PRODUCT LIMITED,



G. Somasundaram
Company Secretary & Compliance Officer
Encl: As above



| Voting results | |
|--|------------|
| Record date | 17-09-2020 |
| Total number of shareholders on record date | 17806 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 2 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 4 |
| b) Public | 76 |
| No. of resolution passed in the meeting | 7 |
| Disclosure of notes on voting results | |



| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Adoption of Financial Statements of the Company for the year ended 31st March 2020, including the Audited Balance Sheet as at 31st March 2020, the Statement of Profit and Loss and Cash Flow Statement for the Year ended on that date and reports of the Board of Directors and the Auditors thereon. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 |
| Public-Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466864 | 93 | 99.9979 | 0.0021 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858631 | 93 | 99.9986 |
| Total | | 161678826 | 139358885 | 86.1949 | 139358792 | 93 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Ratification of payment of two interim dividends made on the fully paid up and partly paid up Equity Shares of the Company for the financial Year 2019-20. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 |
| Public- Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466864 | 93 | 99.9979 | 0.0021 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858631 | 93 | 99.9986 |
| Total | | 161678826 | 139358885 | 86.1949 | 139358792 | 93 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Director in place of Shri.R.G Chandramogan(DIN00012389) who retires by rotation and being eligible, offers himself for re-appointment. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 |
| Public- Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466834 | 123 | 99.9972 | 0.0028 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858601 | 123 | 99.9982 |
| Total | | 161678826 | 139358885 | 86.1949 | 139358762 | 123 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Director in place of Shri.P.Vaidyanathan(DIN00029503) who retires by rotation and being eligible, offers himself for re-appointment. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 12821738 | 558431 | 95.8264 | 4.1736 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 12821738 | 558431 | 95.8264 |
| Public- Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466834 | 123 | 99.9972 | 0.0028 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858601 | 123 | 99.9982 |
| Total | | 161678826 | 139358885 | 86.1949 | 138800331 | 558554 | 99.5992 | 0.4008 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Ratification of Remuneration to Cost Auditors. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 |
| Public- Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466844 | 113 | 99.9975 | 0.0025 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858611 | 113 | 99.9984 |
| Total | | 161678826 | 139358885 | 86.1949 | 139358772 | 113 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(6) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval for revision in the remuneration of Mr.R.G.Chandramogan (DIN:00012389), Managing Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 |
| Public- Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466844 | 113 | 99.9975 | 0.0025 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858611 | 113 | 99.9984 |
| Total | | 161678826 | 139358885 | 86.1949 | 139358772 | 113 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(7) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval for revision in the remuneration of Mr. C. Sathyan (DIN:00012439), Executive Director of the Company. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 119119992 | 119119992 | 100 | 119119992 | 0 | 100 |
| Public-Institutions | E-Voting | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 16054392 | 13380169 | 83.3427 | 13380169 | 0 | 100 |
| Public- Non Institutions | E-Voting | 26504442 | 4466957 | 16.8536 | 4466844 | 113 | 99.9975 | 0.0025 |
| | Poll | | 2391767 | 9.024 | 2391767 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 26504442 | 6858724 | 25.8776 | 6858611 | 113 | 99.9984 |
| Total | | 161678826 | 139358885 | 86.1949 | 139358772 | 113 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

S Dhanapal & Associates **Practising Company Secretaries**

Partners

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

FORM NO. MGT-13
REPORT OF SCRUTINIZER

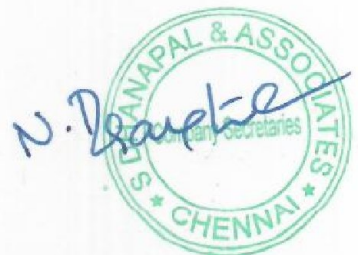
*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the
Companies (Management and Administration) Rules, 2014]*

To
The Chairman,
35th Annual General Meeting of the Equity Shareholders of
M/s. Hatsun Agro Product Limited
Chennai

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, was appointed as Scrutinizer by the Board of Directors of M/s. **Hatsun Agro Product Limited** ("the Company") for the purpose of scrutinizing the voting process taken in connection with the 35th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 35th Annual General Meeting of the Equity Shareholders of M/s. **Hatsun Agro Product Limited**, held on Thursday, the 24th day of September, 2020 at 10.00 A.M. by video Conferencing / Other Audio Visual means (VC / OAVM), submit the combined results of voting by electronic means (remote e-voting) & poll as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the resolutions proposed in the Notice of the 35th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means is conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).



The voting rights of members shall be in proportion to their share of paid up equity share capital of the company as on cut-off date i.e 17th September 2020 and as per Register of members of the company.

The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Financial Statements of the company for the year ended 31st March 2020 including the Audited Balance Sheet as at 31st at March 2020, Statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon (Ordinary Business - Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 139358792 | 126 |
| Votes Cast against | 93 | 17 |

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01 %

Resolution No. 2 - Ratification and confirmation of the payment of Two interim dividends made on fully paid up and partly paid up equity shares of the Company for the financial year 2019-2020 (Ordinary Business - Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 139358792 | 126 |
| Votes Cast against | 93 | 17 |

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

SD

N. Dhanapal



Resolution No. 3-Appointment of Director in the place of Shri. R.G. Chandramogan (DIN 00012389) who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Business - Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 139358762 | 125 |
| Votes Cast against | 123 | 18 |

% of total valid votes cast in favour of the resolution: 99.99%
 % of total valid votes cast against the resolution: 0.01 %

Resolution No. 4-Appointment of Director in the place of Shri P. Vaidyanathan (DIN 00029503) who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Business - Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 138800331 | 123 |
| Votes Cast against | 558554 | 20 |

% of total valid votes cast in favour of the resolution: 99.60%
 % of total valid votes cast against the resolution: 0.40%

Resolution No. 5-Ratification of Remuneration of Cost auditors (Special Business - Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 139358772 | 125 |
| Votes Cast against | 113 | 18 |

% of total valid votes cast in favour of the resolution: 99.99%
 % of total valid votes cast against the resolution: 0.01%

SD



Resolution No. 6- Approval for revision in the Remuneration of Mr.R.G.Chandramogan (DIN: 00012389) Managing Director of the Company (Special Business -Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 139358772 | 125 |
| Votes Cast against | 113 | 18 |

% of total valid votes cast in favour of the resolution: 99.99%
 % of total valid votes cast against the resolution: 0.01 %

Resolution No. 7- Approval for revision in the Remuneration of Mr.C. Sathyan (DIN: 00012439) Executive Director of the Company (Special Business -Ordinary Resolution)

| | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast | 139358885 | 143 |
| Less: Invalid votes | NIL | NIL |
| Net Valid votes cast | 139358885 | 143 |
| Votes cast in favour | 139358772 | 125 |
| Votes Cast against | 113 | 18 |

% of total valid votes cast in favour of the resolution: 99.99%
 % of total valid votes cast against the resolution: 0.01%

In view of the above voting results, the Chairman may accordingly declare the result of the voting of the resolutions as contained in the Notice calling 35th Annual General Meeting of the company.

Thanking you,

Place: Chennai
 Dated: 25.09.2020

Yours faithfully,
 For S Dhanapal & Associates
 (A firm of Practising Company Secretaries)

N. Ramanathan

N.Ramanathan
 Partner

M. No.F6665

C. P. No. 11084

UDIN: F006665B000768635



CERTIFIED COPY OF THE PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HATSUN AGRO PRODUCT LIMITED HELD ON THURSDAY, THE 24TH SEPTEMBER 2020 AT 10.00 AM THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY AS THE VENUE:

DIRECTORS PRESENT IN PERSON AT THE VENUE FOR THE AGM:

| | |
|----------------------|-------------------------------------|
| Mr. R G Chandramogan | Managing Director |
| Mr. C Sathyan | Executive Director |
| Mr. K S Thanarajan | Chairman and Non-Executive Director |

DIRECTORS PRESENT THROUGH VIDEO CONFERENCING:

| | |
|-------------------------|------------------------|
| Mr. P Vaidyanathan | Non-Executive Director |
| Mr. S Subramanian | Independent Director |
| Mr. Balaji Tammineedi | Independent Director |
| Mr. B Thenamuthan | Independent Director |
| Mrs. Chalini Madhivanan | Independent Director |

MEMBERS ATTENDANCE:

Promoters who are Members of the Company present at the Meeting physically – **2 (Two)**

Promoters who are Members of the Company present at the Meeting through video conferencing – **4 (Four)**

Members belonging to the public category present at the Meeting through video conferencing – **76 (Seventy Six)**

AUDITORS PRESENT THROUGH VIDEO CONFERENCING:

| | | |
|----------------------|--|--------------------------|
| Ms. Ananthi Amarnath | Statutory Auditor | Deloitte Haskins & Sells |
| Mr. Ravi Seshadri | Statutory Auditor | Deloitte Haskins & Sells |
| Mr. S Dhanapal | Secretarial Auditor | S Dhanapal & Associates |
| Mr. N Ramanathan | Secretarial Auditor and Scrutinizer for voting | S Dhanapal & Associates |

IN ATTENDANCE:

| | |
|--------------------|-------------------------|
| Mr. H Ramachandran | Chief Financial Officer |
| Mr. G Somasundaram | Company Secretary |



REGISTERS AND DOCUMENTS:

The following documents were made available electronically for inspection at the time of Annual General Meeting:

1. The Register of Directors and Key Managerial Personnel and their Shareholdings & Declarations;
2. The Register of Contracts or Arrangements in which Directors are interested
3. Memorandum and Articles of Association of the Company

CHAIRMAN:

Mr. K.S. Thanarajan, Chairman, took the Chair and conducted the proceedings. The Meeting commenced at 10:00 AM

QUORUM:

Upon being advised by the Company Secretary, Mr. G. Somasundaram that necessary quorum was present, the Chairman called the Meeting to Order.

The Chairman then welcomed the Members present through video conferencing and briefed the Members about the necessity for convening the AGM through Video Conferencing availing the services of NSDL in compliance with applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as per the provisions of Circulars issued by MCA and SEBI taking in to consideration, the Covid 19 Pandemic.

The Chairman delivered his speech and briefed the Members on the Operational and Financial performance of the Company for the financial year ended 31st March, 2020 and outlined the Company's expansion plans and strategies. He expressed confidence that the Company's performance would further improve in the current year.

NOTICE OF THE MEETING:

The Chairman informed the Members that the Notice convening the 35th Annual General Meeting and the Annual Report for the year ended 31st March 2020 were sent by email to all the Members whose email ids were registered with the DP and the RTA and available for sending the Notice of AGM and to the mobile numbers of the Shareholders who have not registered their email ids within the Statutory time limit and were also placed on the website of the Company www.hap.in. Hence, with the consent of the Members present, the Notice convening the Meeting was taken as read.



AUDITORS' REPORT:

The Chairman informed the members that the Report of the Statutory Auditors on the accounts for the year ended 31st March 2020, being an unqualified one (clean report) i.e., without any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company, is not required to be read at the Meeting. Similarly, the Report of Secretarial Auditor also is a clean Report. Hence, with the consent of the Members present, the Auditors' Reports were taken as read.

The Chairman stated that the Company had provided e-voting facility as per the amended Rule 20 of Companies (Management & Administration) Amendment Rules, 2015 through NSDL [National Securities Depository Limited]. The Chairman further briefed that the said e-voting was available from 9.00 AM on Monday, the 21st September, 2020 and ended at 5.00 PM on Wednesday, the 23rd September, 2020. Mr. N. Ramanathan, Partner, Dhanapal & Associates was appointed as Scrutinizer for remote evoting facility and voting at the AGM. The Chairman thanked the Shareholders who participated in the e-voting process.

The following Resolutions as mentioned in the Notice of Annual General Meeting were placed before the Members to enable the Members who did not participate in the evoting process and are attending the Meeting through Video Conferencing.

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To ratify and confirm the payment of Two interim dividends made on the fully paid up and partly paid up Equity Shares of the Company for the financial year 2019-20.
3. To appoint a Director in the place of Shri. R.G. Chandramogan (DIN 00012389) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri P. Vaidyanathan (DIN 00029503) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of Remuneration of Cost Auditors.



6. Approval for revision in the Remuneration of Mr. R.G. Chandramogan (DIN: 00012389) Managing Director of the Company.
7. Approval for revision in the Remuneration of Mr. C. Sathyan (DIN: 00012439) Executive Director of the Company.

Chairman announced that those members who had not exercised their votes through remote e-voting could do so through e-voting system provided by NSDL upto 15 minutes after the conclusion of the meeting. The Chairman added that the shareholders who have already cast their votes through e-voting cannot vote again at the AGM.

At this juncture, the Chairman invited queries from the speaker shareholders on the Annual Report and Accounts of the Company. The Managing Director of the Company, Mr. R. G. Chandramogan replied to the queries raised by the speaker shareholders to their satisfaction.

Then the Chairman informed the Members that the results of voting would be posted on the Company's website and the websites of NSDL, BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed, after receiving the Report from the Scrutinizer within 48 hours from the conclusion of the Meeting. In this regard, the Company Secretary of the Company, Mr. G. Somasundaram was authorised to receive the Report of the Scrutinizer, showing the number of votes cast for and against, countersign the same and declare the results of voting.

Having concluded the business of the Meeting, the Chairman thanked the Members for their participation.

VOTE OF THANKS:

The Managing Director Mr R G Chandramogan thanked the Chairman, the Shareholders who participated in the Meeting and all the employees of the Company on his behalf and on behalf of the Board of Directors of the Company.

The Annual General Meeting came to a close at 10:52 A.M.

/// Certified true copy ///
For Hatsun Agro Product Limited



G Somasundaram
Company Secretary & Compliance Officer