

2<sup>nd</sup> December, 2020

HAPL\SEC\62\2020-21

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

**National Stock Exchange of India Ltd.**  
**Exchange Plaza, 5<sup>th</sup> 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:** Submission of Outcome of Voting on the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] along with Scrutinizer Report - Reg

This is further to our letters HAPL\SEC\53\2020-21 dated 31<sup>st</sup> October, 2020 intimating notice of postal ballot sent to the shareholders and HAPL\SEC\54\2020-21 dated 2<sup>nd</sup> November, 2020 intimating the Newspaper Advertisement on Intimation of Dispatch of Postal Ballot Notice.

Mr. N Ramanathan, Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted his report dated 1<sup>st</sup> December 2020. In accordance with the Notice of Postal Ballot, the results were declared at the registered office of the Company today, i.e., 2<sup>nd</sup> December 2020.

We are pleased to inform you that the Special Resolutions related to the following business were passed by the shareholders of the Company with requisite majority.

1. Re-designation of Mr. K S Thanarajan (DIN: 00012285) as Non-Executive Non Independent Director pursuant to his relinquishment of the position of Chairmanship and withdrawal of Remuneration payable to him.
2. Re-designation of Mr. R G Chandramogan (DIN: 00012389) as "Chairman" in the capacity of Non Executive Non Independent Director" with effect from 19th October, 2020 pursuant to his relinquishment of the position of "Managing Director" and payment of Remuneration to him in his redesignated capacity as Chairman (Non Executive Non Independent Director) with effect from 20<sup>th</sup> October, 2020.



# 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

3. Re-designation of Executive Director Mr. C Sathyan (DIN: 00012439) as “Managing Director” with effect from 19<sup>th</sup> October, 2020 and payment of Remuneration to him in his re-designated capacity as Managing Director with effect from 20<sup>th</sup> October, 2020.
4. Approval for the declaration of Bonus shares on the fully paid up Equity shares of the Company (ISIN INE473B01035)
5. Approval for the raising of funds through Private placement of Equity Shares by way of Qualified Institutional Placement (QIP)

Further, the disclosure pursuant to Regulation 44 of the SEBI (LODR) pertaining to the voting results of postal ballot and the Scrutinizer Report are also enclosed.

Thanking you,

Yours faithfully,  
For **HATSUN AGRO PRODUCT LIMITED,**



**G. Somasundaram**  
Company Secretary and Compliance Officer

**Arun**  
ICECREAMS

**AROKVA**  
MILK

**HATSUN**

**ibaco**

**HATSUN**

**Santosa**  
Vitaminized Cattle Feed

**daily**

**O!YALO**  
Pizza

# 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

**In accordance with Regulation 44 of the SEBI (LODR), the details of business transacted by the Company through Postal Ballot including E-Voting are furnished below:-**

- 1. Date of Declaration of results of Postal Ballot:** 2<sup>nd</sup> December, 2020
- 2. Total number of shareholders as on 29<sup>th</sup> October, 2020 (cut-off date for reckoning the voting rights of shareholders):** 20752
- 3. Total voting rights:** Fully paid shares - 16,16,72,492 (Voting rights – 100%)



**Arun**  
ICECREAMS

**AROKYA**  
MILK

**HATSUN**

**ibaco**

**HATSUN**

**Santosa**  
Vitaminised Cattle Feed

**daily**

**OYALO**  
Pizza

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-designation of Mr. K S Thanarajan (DIN: 00012285) as Non-Executive Non Independent Director pursuant to his relinquishment of the position of Chairmanship and withdrawal of Remuneration payable to him.				
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						
	Poll							
	Postal Ballot (if applicable)		119119992	100	119119992	0	100	0
	Total		119119992	119119992	100	119119992	0	100
Public- Institutions	E-Voting	15971251						
	Poll							
	Postal Ballot (if applicable)		10095933	63.2132	9536263	559670	94.4565	5.5435
	Total		15971251	10095933	63.2132	9536263	559670	94.4565
Public- Non Institutions	E-Voting	26581249						
	Poll							
	Postal Ballot (if applicable)		3260500	12.2662	3255894	4606	99.8587	0.1413
	Total		26581249	3260500	12.2662	3255894	4606	99.8587
Total		161672492	132476425	81.9412	131912149	564276	99.5741	0.4259
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-designation of Mr. R G Chandramogan (DIN: 00012389) as "Chairman" in the capacity of Non Executive Non Independent Director" with effect from 19th October, 2020 pursuant to his relinquishment of the position of "Managing Director" and payment of Remuneration to him in his redesignated capacity as Chairman (Non Executive Non Independent Director) with effect from 20th October, 2020.				
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						
	Poll							
	Postal Ballot (if applicable)		119119992	100	119119992	0	100	0
	Total		119119992	119119992	100	119119992	0	100
Public-Institutions	E-Voting	15971251						
	Poll							
	Postal Ballot (if applicable)		10095933	63.2132	10095933	0	100	0
	Total		15971251	10095933	63.2132	10095933	0	100
Public-Non Institutions	E-Voting	26581249						
	Poll							
	Postal Ballot (if applicable)		3260500	12.2662	3255896	4604	99.8588	0.1412
	Total		26581249	3260500	12.2662	3255896	4604	99.8588
Total		161672492	132476425	81.9412	132471821	4604	99.9965	0.0035
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-designation of Executive Director Mr. C Sathyan (DIN: 00012439) as "Managing Director" with effect from 19th October, 2020 and payment of Remuneration to him in his re-designated capacity as Managing Director with effect from 20th October, 2020.				
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						
	Poll							
	Postal Ballot (if applicable)		119119992	100	119119992	0	100	0
	Total		119119992	119119992	100	119119992	0	100
Public-Institutions	E-Voting	15971251						
	Poll							
	Postal Ballot (if applicable)		10095933	63.2132	10095933	0	100	0
	Total		15971251	10095933	63.2132	10095933	0	100
Public-Non Institutions	E-Voting	26581249						
	Poll							
	Postal Ballot (if applicable)		3260500	12.2662	3255879	4621	99.8583	0.1417
	Total		26581249	3260500	12.2662	3255879	4621	99.8583
Total		161672492	132476425	81.9412	132471804	4621	99.9965	0.0035
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the declaration of Bonus shares on the fully paid up Equity shares of the Company (ISIN INE473B01035)				
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						
	Poll							
	Postal Ballot (if applicable)		119119992	100	119119992	0	100	0
	Total		119119992	119119992	100	119119992	0	100
Public-Institutions	E-Voting	15971251						
	Poll							
	Postal Ballot (if applicable)		10095933	63.2132	10095933	0	100	0
	Total		15971251	10095933	63.2132	10095933	0	100
Public- Non Institutions	E-Voting	26581249						
	Poll							
	Postal Ballot (if applicable)		3260501	12.2662	3260439	62	99.9981	0.0019
	Total		26581249	3260501	12.2662	3260439	62	99.9981
Total		161672492	132476426	81.9412	132476364	62	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the raising of funds through Private placement of Equity Shares by way of Qualified Institutional Placement (QIP)				
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						
	Poll							
	Postal Ballot (if applicable)		119119992	100	119119992	0	100	0
	Total		119119992	119119992	100	119119992	0	100
Public-Institutions	E-Voting	15971251						
	Poll							
	Postal Ballot (if applicable)		10095933	63.2132	10095933	0	100	0
	Total		15971251	10095933	63.2132	10095933	0	100
Public- Non Institutions	E-Voting	26581249						
	Poll							
	Postal Ballot (if applicable)		3260501	12.2662	3255805	4696	99.856	0.144
	Total		26581249	3260501	12.2662	3255805	4696	99.856
Total		161672492	132476426	81.9412	132471730	4696	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For HATSUN AGRO PRODUCT LTD.

*[Signature]*  
Company Secretary



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

### Report of Scrutinizer

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

The Chairman

**M/s. Hatsun Agro Product Limited,**

Domaine, Door No. 1/20A,

Rajiv Gandhi Salai (OMR)

Karapakkam, Chennai - 600097

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolutions as set out in the notice of postal ballot dated 19.10.2020 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 of **M/s. Hatsun Agro Product Limited** (L15499TN1986PLC012747), submit my report as under:

1. In view of the continuing restrictions on movement of persons at several places in the country caused by the outbreak of COVID - 19 and the MCA Circulars, the Company has completed the dispatch of Postal Ballot Notice in electronic mode on 30.10.2020, to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on 29.10.2020 and who



have registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA.

2. Due to the Pandemic situation of the Country and the restrictions on movements of persons, the Shareholders of the Company had only one option to vote on the resolutions i.e. through the e-voting facility. Shareholders were allowed to cast their votes through e-voting facility on the designated website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).
3. It was informed by the Company that the notice was sent only to those Members whose e-mail addresses were registered with the Company/ Depositories/ RTA. The Members whose e-mail addresses were not registered were given the option to update their e-mail id using the link <http://www.integratedindia.in/emailupdatation.aspx>. On successfully updating the e-mail id the shareholders could receive a copy of the notice of the postal ballot.
4. The notice contained the detailed instructions for the e-voting.
5. All the votes casted electronically up to the close of working hours i.e. 5.00 P.M. on, Monday, 30<sup>th</sup> November, 2020 were considered for my scrutiny, being the last date and time fixed by the Company for receipt e-voting on NSDL portal as per the notice of postal ballot dated 19.10.2020.
6. The e- votes casted and received after the closing hours i.e. 5.00 P.M. on Monday, 30<sup>th</sup> November, 2020 were not considered for my scrutiny.
7. A summary of the votes casted electronically is given below. The Voting Rights of the members is in proportion to their share of paid up equity share capital of the Company as on cut-off date 29.10.2020 and as per Register of Members of the Company.



**RESOLUTION NO. 1 - Re-designation of Mr. K S Thanarajan (DIN: 00012285) as Non-Executive Non Independent Director pursuant to his relinquishment of the position of Chairmanship and withdrawal of Remuneration payable to him.**

**(i) Voted in favour of the resolution:**



Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
173	13,19,12,149	99.57

**(ii) Voted against the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
12	5,64,276	0.43

**(iii) Invalid Votes:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
0	0	0


**RESOLUTION NO. 2 - Re-designation of Mr. R G Chandramogan (DIN: 00012389) as "Chairman" in the capacity of Non Executive Non Independent Director" with effect from 19th October, 2020 pursuant to his relinquishment of the position of "Managing Director" and payment of Remuneration to him in his re-designated capacity as Chairman (Non Executive Non Independent Director) with effect from 20th October, 2020.**

**(i) Voted in favour of the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
176	13,24,71,821	99.99

**(ii) Voted against the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
9	4,604	0.01

**(iii) Invalid Votes:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
0	0	0



**RESOLUTION NO.3 - Re-designation of Executive Director Mr. C Sathyan (DIN: 00012439) as "Managing Director" with effect from 19th October, 2020 and payment of Remuneration to him in his re-designated capacity as Managing Director with effect from 20th October, 2020.**

**(i) Voted in favour of the resolution:**

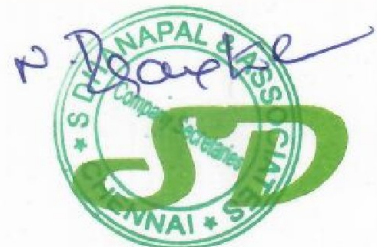
Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
174	13,24,71,804	99.99

**(ii) Voted against the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
11	4,621	0.01

**(iii) Invalid Votes:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
0	0	0



**RESOLUTION NO. 4 - Approval for the declaration of Bonus shares on the fully paid up Equity shares of the Company (ISIN INE473B01035)**

**(i) Voted in favour of the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
183	13,24,76,364	99.99

**(ii) Voted against the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
3	62	0.01

**(iii) Invalid Votes:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
0	0	0


**RESOLUTION NO. 5 - Approval for the raising of funds through Private placement of Equity Shares by way of Qualified Institutional Placement (QIP)**

**(i) Voted in favour of the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
174	13,24,71,730	99.99


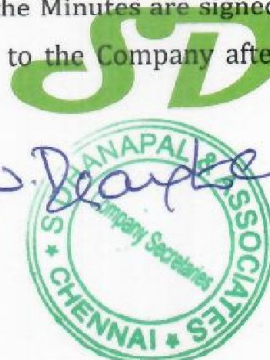
**(ii) Voted against the resolution:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
12	4,696	0.01

**(iii) Invalid Votes:**

Number of Members voted	Number of valid votes cast by them ( Shares)	% of total number of valid votes cast
0	0	0

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

**S Dhanapal & Associates**  
Practising Company Secretaries

9. Taking note of the above voting results, with regard to the resolutions as contained in the said notice, the Chairman may accordingly declare the result of the voting (e- voting) by postal ballot.

Thanking You,

Yours faithfully,

For S DHANAPAL & ASSOCIATES

(a firm of Practising Company Secretaries)

  
  
N. RAMANATHAN  
Partner  
Membership #F6665

CP #11084

UDIN: F006665B001368828

Place: Chennai

Date: 01.12.2020

**SD**