



## HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

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

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

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

To

**The Members of Hatsun Agro Product Limited**

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with The Companies (Management and Administration) Rules, 2014 that the Company is seeking the consent of its members for increasing the borrowing and mortgaging limits of the Company and for making CSR contribution to a Trust set up by the Company, by way of Postal Ballot which includes voting by electronic means.

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

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

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M on, Wednesday, the 5<sup>th</sup> day of October, 2016. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman and Managing Director of the Company on Thursday, the 6<sup>th</sup> October 2016. The results of the postal ballot will be declared by the Chairman and Managing Director or in his absence by the Joint Managing Director or Executive Director authorised by the Board in this regard on Thursday, 6<sup>th</sup> October 2016 at 5.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company [www.hatsun.com](http://www.hatsun.com). The results shall be intimated to the Stock Exchange where the shares of the Company are listed and also to the general public through press release in newspapers.

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

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

#### **Proposed Resolutions:**

#### **ITEM NO.1 - BORROWING POWERS 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** in supersession of the Resolution No.9 passed through postal ballot by the Company on 21<sup>st</sup> June 2014, the consent of the Company, under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1200 Crores (Rupees One Thousand and Two Hundred Crores Only)."

#### **ITEM NO. 2 - MORTGAGING/CHARGING OF THE PROPERTIES 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** in supersession of the Resolution No.10 passed through postal ballot by the Company on 21<sup>st</sup> June 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages

and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans so borrowed by the Board shall not at any time exceed Rs.1200 Crores (Rupees One Thousand and Two Hundred Crores Only)."

**ITEM NO. 3 - CSR CONTRIBUTION TO HAP SPORTS TRUST**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into an arrangement with HAP SPORTS TRUST, a charitable institution formed by the Company with Mr. R. G. Chandramogan, Managing Director and Mr. C Sathyan, Executive Director as the Managing Trustees with the object of promoting Sports, and to make contribution by way of donations for the purpose of CSR obligations of the company or otherwise and to utilize the Trust in one or more projects or programs relating to the Company's Corporate Social Responsibility activities from time to time as envisaged under Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Section 135 of the Companies Act, 2013 and for matters connected therewith or ancillary thereto.

**"RESOLVED FURTHER THAT** the Board of Directors or Corporate Social Responsibility Committee constituted by the Board be and is hereby authorized to settle any questions, difficulties or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds and things as may be deemed necessary, proper and desirable in connection therewith."

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

Place: Chennai  
 Date: 19.08.2016

**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. The Company has appointed Mr. S. Dhanapal (FCS 6881) , Senior Partner, M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 26.08.2016
4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

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

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

**Dear Member,**

**Subject:** Instructions for e-voting

Pursuant to the provisions of 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, additionally, to the members to cast their votes electronically on all resolutions 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.

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

EVEN (E-voting Event Number)	User ID	Password

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

**Steps for Remote e-voting:-**

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

**Instruction for voting through postal ballot:-**

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the Registrar and transfer agent appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder
4. Incomplete and /or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the Registrar and Transfer Agent not later than the close of working hours on 5th October 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by companies/trusts, societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/ Authority for the purpose.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the share holders as on 26th August 2016.
8. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
10. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
11. The scrutinizer's decision on the validity of postal ballot shall be final.

**General Instructions:**

1. The remote e-voting period commences on 9.30 A.M. on Tuesday, 6<sup>th</sup> September 2016 and ends on 5.00 P.M on Wednesday, 5<sup>th</sup> October 2016. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 26th August 2016, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting through postal ballot paper.

3. Shri. S.Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries (Membership No.FCS 6881) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 26th August 2016.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hatsun.com and on the website of the NSDL within two days of the declaration of results and communicated to National Stock Exchange of India Limited and BSE Ltd.
6. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

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

### **Item No.1 & 2:-**

The shareholders of the Company had earlier approved by passing Special Resolutions through Postal Ballot on 21st June 2014 as mentioned under the Items No.9 and 10 of the Postal Ballot Notice dated 7th May 2014 authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.700 crores and the mortgaging/charging of the properties of the Company to the extent of the above said limit for the business of the company.

However, keeping in view of the expansion plans of the Company which requires enhanced requirement of funds, the Board of Directors wish to enhance the limit from Rs.700 Crores to Rs.1200 Crores and accordingly recommend the Special Resolution at Item No.1 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.1200 crores.

Hence, the consent of the members is therefore, sought in accordance with the provisions of Section 180(1) (c) of the Act, to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1200 Crores.

The Company shall ensure that the debt equity ratio of the Company, at all times, will be within a reasonable limit.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/hypothecation on the Company's assets in favour of the lenders/ holders of securities/trustees for the holders of the said securities as mentioned in the Resolution under Item No.2. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 180(1)(a) of the Act, for creation of charges/ mortgages/hypothecations for an amount not exceeding Rs.1200 Crores.

The above proposals are in the interest of the Company and the Directors recommend the Resolutions in Item Nos.1 and 2 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolutions for the approval by the members as Special Resolutions.

### **Item No.3:-**

HAP Sports Trust is a trust formed by the Company which shall be the Author of the Trust with Mr. R.G.Chandramogan, Managing Director and Mr.C.Sathyan, Executive Director as the Managing Trustees of the Trust. The Trust is formed with an objective of undertaking charitable and socially relevant activities in the field of Sports including establishment of and operation of sports development centre which is in the interest and the wellbeing of the people.

The trust is equipped with necessary infrastructure facilities and human resources necessary to execute socially relevant objectives. Your company proposes to fund the projects and programs of the Trust as the activities are socially relevant in the areas of Sports promoting healthy lifestyle and providing guidance and support to schools and educational institutions by assisting in the co-ordination of, and up-skilling of teachers, trainers and coaches in the delivery of, sport and physical recreation programmes and activities supporting deserving and needy people and the weaker section of the society.

The technical and other capabilities of the trust could also be used by the company while undertaking CSR activities in the future. The Company also proposes to donate the funds earmarked for spending towards CSR Activities year on year and your Board proposes to extend financial support to the trust and utilize its capabilities and such other facilities of the Trust from time to time.

The Board of Directors recommend the special resolution set forth in Item No.3 for the approval of the Members as Shri R.G. Chandramogan, Chairman and Managing Director and Shri C. Sathyan, Executive Director of the Company are the managing trustees to the above mentioned Trust and that they may be construed as related parties as per the provisions of Section 188 Companies Act, 2013 read with Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules 2014.

None of the directors and Key Managerial Personnel and their relatives except Mr. R.G.Chandramogan and Mr.C.Sathyan are concerned or interested in the resolution.

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

Place: Chennai  
Date: 19-08-2016

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



## HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

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

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

Serial No.

### POSTAL BALLOT FORM

(Pursuant to Section 110 of Companies Act, 2013)

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my Assent or dissent to the said resolutions in the following manner:

Sr. No.	Brief Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Borrowing powers of the Company			
2.	Mortgaging/Charging of the properties of the Company			
3.	CSR Contribution to HAP Sports Trust.			

Place:

Date:

(Signature of the Member)

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

**Note:** 1. Kindly read the instructions printed in notice before exercising your vote through this Form or e-voting.

2. Last date for receipt of Postal Ballot Forms is 5th October 2016.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Mr. S.Dhanapal, Senior 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. The self-addressed business reply envelope bears the address of the Registrar & Transfer agent.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/ Authority Letter.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before the close of working hours on Wednesday, the 5<sup>th</sup> day of October, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
  - a. If the Ballot Form is unsigned;
  - b. If the member's signature does not tally;
  - c. If the member has marked (√) both in favour and also against in the ballot paper;
  - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
  - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s. Integrated Enterprises (India) Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 26<sup>th</sup> August, 2016.
9. A member need not use all the votes or cast all the votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
13. The result of the Postal Ballot will also be posted on the website of the Company [www.hatsun.com](http://www.hatsun.com) and also in the newspaper(s) for the information of the Shareholders.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. The date of declaration of result i.e., 6<sup>th</sup> October, 2016 shall be the effective date of passing of the resolutions.