



## HATSUN AGRO PRODUCT LIMITED

CIN: L15499TN1986PLC012747

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

**Phone Number:** 044-4796 1124, **Fax:** 044-4796 1124 | **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 that, 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 business 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.

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

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

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

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on Monday, the 28<sup>th</sup> October, 2024. 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 Wednesday the 30<sup>th</sup> October, 2024. The results of the postal ballot will be declared by the Chairman or a person authorized by him in this regard on or before Wednesday the 30<sup>th</sup> October, 2024 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 Sunday, the 29<sup>th</sup> September, 2024 and close on Monday the 28<sup>th</sup> October, 2024.

The Resolutions, if approved, will be taken as passed effectively on the last date of e-voting / receipt of physical ballot papers i.e., Monday the 28<sup>th</sup> October, 2024..

## **Proposed Resolution:**

**ITEM NO.1: Re-designation of Mr. C Sathyan (DIN: 00012439) from the position of Managing Director to the position of Executive Vice Chairman in Whole-time employment of the Company with effect from September 12, 2024 including the revision in remuneration payable to him.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) approval of the members of the Company be and is hereby accorded for the re-designation of Mr. C Sathyan (DIN:00012439) from the position of Managing Director to the position of Executive Vice Chairman in Whole-time employment of the Company and the Remuneration payable to him in the capacity of Executive Vice Chairman for the period commencing from 12th September, 2024 to 18th October, 2025 (both days inclusive) on the following terms and conditions until further revision is made.

**Salary:** Rs. 10,30,000/- (Rupees Ten Lakhs thirty thousand only) per month.

**HRA:** Rs. 5,15,000/- (Rupees Five Lakh and Fifteen Thousand Only) per month.

**Perquisites:** The perquisites are classified into three Categories, Category A, B and C – as follows

## **CATEGORY `A`**

### **SPECIAL ALLOWANCE:-**

Special Allowance of Rs. 6,68,000/- (Rupees Six Lakh sixty eight Thousand only) per month.

### **HOUSING:-**

House Rent Allowance shall be subject to a ceiling of 50% of the Salary. If the Company provides the accommodation, the expenditure on hiring furnished accommodation shall be subject to 50% of the salary.

### **MEDICAL BENEFITS:-**

Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

### **LEAVE TRAVEL ALLOWANCE:-**

Leave Travel Allowance for self and family in accordance with the rules specified by the Company subject to a ceiling of Rs. 90,000/- per month.

### **CLUB FEES:-**

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

### **INSURANCE COVER:-**

Personal Accident Insurance cover for self, the actual premium for which does not exceed Rs. 5,000/- per annum.

Explanation: For the purpose of Category `A`, `family` means the spouse, dependent children and dependent parents.

## **CATEGORY `B`**

The Benefit of the Company's Provident Fund and Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

**Leave:** Mr. C.Sathyan will be allowed leave and encashment thereof as per the Rules of the Company.

## **CATEGORY `C`**

The Company shall provide a car with driver and telephone facility at the residence of Mr. C Sathyan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. C Sathyan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income. The company will be bearing the electricity, security and maintenance expenses of the house in which the Vice Chairman will be residing and will be treated as taxable perquisites in his hands at actuals.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites and allowances and other benefits payable to Mr. C Sathyan, shall always be subject to the overall ceilings laid down in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013.

#### **MINIMUM REMUNERATION:-**

Where in any financial year during the tenure of Mr. C Sathyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. C Sathyan the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and / or Mr. C Subramaniam, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

#### **ITEM NO.2: Appointment of Mr. J Shanmuga Priyan (DIN: 10773578) as a Director 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 Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. J Shanmuga Priyan (DIN: 10773578), who was appointed as an Additional Director w.e.f., 12th September, 2024 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and / or Mr. C Subramaniam, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

#### **ITEM NO.3: Appointment of Mr. J Shanmuga Priyan (DIN: 10773578) as the Managing Director of the Company for a term of 5 years w.e.f 12.09.2024 and fixing his remuneration.**

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

**“RESOLVED THAT** that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the appointment of Mr. J Shanmuga Priyan (holding DIN 10773578) as the Managing Director (Key Managerial Personnel) of the Company, for a term of 5 (five) years, from 12th September, 2024 to 11th September, 2029 (both days inclusive) and as long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Companies Act, 2013 and the Remuneration payable to him in the capacity of Managing Director for the said period be paid on the following terms and conditions until further revision is made.

**Salary:** Rs. 2,21,710/- (Rupees Two Lakh Twenty One thousand Seven Hundred and Ten only) per month.

**HRA:** Rs. 1,10,855/- (Rupees One lakh Ten Thousand Eight Hundred and Fifty Five only) per month.

**Car Allowance:** Rs. 28,005/- (Rupees Twenty Eight Thousand and five only) per month.

**Monthly Reimbursement:** Rs. 23,100/- (Rupees Twenty Three Thousand and Hundred only) per month.

**Gratuity and PF Provision:** Rs. 37,269/- (Rupees Thirty Seven Thousand Two Hundred and Sixty Nine only) per month.

**Birthday Gift:** Rs. 5,004/- (Rupees Five Thousand and Four only) per year.

**Leave:** Mr. J Shanmuga Priyan will be allowed leave and encashment thereof as per the Rules of the Company.

**MINIMUM REMUNERATION:-**

Where in any financial year during the tenure of Mr. J Shanmuga Priyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. J Shanmuga Priyan the above remuneration by way of salary and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months’ notice or by payment of three months’ salary in lieu thereof by either party.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and / or Mr. C Subramaniam, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For Hatsun Agro Product Limited  
Sd/-**

**Place: Chennai  
Date: 12.09.2024**

**R G Chandramogan  
Chairman**

**Notes:**

1. The explanatory statement and reasons for the proposed resolution 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 on 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. Ramanathan Nachiappan (FCS 6665), Designated Partner, S Dhanapal & Associates LLP, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
5. The Notice will be 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 25<sup>th</sup> September, 2024. The e-voting will commence on Sunday, the 29<sup>th</sup> September, 2024 and close on Monday the 28<sup>th</sup> October, 2024.

**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 the resolution 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 under the EVEN number created for this purpose.

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

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

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

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

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

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

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

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="507 1211 1313 1749">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="507 1760 1313 1917">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="507 1928 1313 2089">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting</li></ol>

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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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.
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**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.com">evoting@nsdl.com</a> or call at Help Desk No.: 022-4886 7000.
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 1800-21-09911.

**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.com](mailto:evoting@nsdl.com) 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](mailto:secretarial@csdhanapal.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Help Desk No.: 022-4886 7000 or send a request to **Ms. Pallavi Mhatre-Senior Manager** at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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.com](mailto:evoting@nsdl.com) 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.

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

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

Mr. C. Sathyan was appointed as a Managing Director by the Board at its Meeting held on 19.10.2020 for a period of 5 years from 19.10.2020 to 18.10.2025 and fixed his remuneration. The same was approved by the Members through Postal Ballot on 30.11.2020. Further, considering the contribution of Mr. C. Sathyan and the progress made by the Company under his Managing Directorship, the Board of Directors at their meeting held on 19th July, 2022, with the recommendation of Nomination and Remuneration Committee, approved the revision in Gross Salary paid to Mr. C. Sathyan (DIN: 00012439), with an increase of Rs. 1,42,500 per month (from the approved limit of Rs. 6,62,500 to Rs. 8,05,000 only per month) and the same was approved by the members of the company at their meeting held on September 20, 2022.

Considering the size of business, expansion plans and various other requirements and based on the recommendation of Nomination and Remuneration Committee the Board recommended the re-designation of Mr. C Sathyan from the position of Managing Director to the position of Executive Vice Chairman in Whole time employment of the Company.

Now that the company has achieved a decent growth due to the efforts put in by Mr. C Sathyan in his capacity as Managing Director, the Board of Directors at their meeting held on 12<sup>th</sup> September, 2024, with the recommendation of Nomination and Remuneration Committee, approved the revision in remuneration of Mr. C Sathyan, in his re-designated capacity as Executive Vice Chairman, as follows:

**Salary:** Rs. 10,30,000/- (Rupees Ten Lakhs thirty thousand only) per month.

**HRA:** Rs. 5,15,000/- (Rupees Five Lakh and Fifteen Thousand Only) per month.

**Perquisites:** The perquisites are classified into three Categories, Category A, B and C – as follows

#### **CATEGORY `A`**

##### **SPECIAL ALLOWANCE:-**

Special Allowance of Rs. 6,68,000/- (Rupees Six Lakh sixty eight Thousand only) per month.

##### **HOUSING:-**

House Rent Allowance shall be subject to a ceiling of 50% of the Salary. If the Company provides the accommodation, the expenditure on hiring furnished accommodation shall be subject to 50% of the salary.

##### **MEDICAL BENEFITS:-**

Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

##### **LEAVE TRAVEL ALLOWANCE:-**

Leave Travel Allowance for self and family in accordance with the rules specified by the Company subject to a ceiling of Rs. 90,000/- per month.

##### **CLUB FEES:-**

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

## **INSURANCE COVER:-**

Personal Accident Insurance cover for self, the actual premium for which does not exceed Rs. 5,000/- per annum.

Explanation: For the purpose of Category 'A', 'family' means the spouse, dependent children and dependent parents.

## **CATEGORY 'B'**

The Benefit of the Company's Provident Fund and Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

**Leave:** Mr. C.Sathyan will be allowed leave and encashment thereof as per the Rules of the Company.

## **CATEGORY 'C'**

The Company shall provide a car with driver and telephone facility at the residence of Mr. C Sathyan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. C Sathyan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income. The company will be bearing the electricity, security and maintenance expenses of the house in which the Vice Chairman will be residing and will be treated as taxable perquisites in his hands at actuals.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites and allowances and other benefits payable to Mr. C Sathyan, shall always be subject to the overall ceilings laid down in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013.

## **MINIMUM REMUNERATION:-**

Where in any financial year during the tenure of Mr. C Sathyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. C Sathyan the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

Mr. C Sathyan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being re-designated / appointed as Executive Vice Chairman of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. C Sathyan under Section 190 of the Act.

A brief profile of Mr. C Sathyan is provided below pursuant to the provisions of (i) the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mr. C. Sathyan to whom the revision in Remuneration is proposed and Mr. R. G. Chandramogan, being his father, in the capacity of Chairman of the Company are interested in the resolution set out at Item no. 1.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution/s.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations. The Board recommends the Resolution set out at Item No.1 of the Notice for approval by the members.

### **Item No. 2 & 3:-**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Mr. J Shanmuga Priyan (DIN: 10773578), at its Meeting held on 12<sup>th</sup> September, 2024, as an Additional Director with effect from 12<sup>th</sup> September 2024.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the approval of shareholders is sought through Postal Ballot to comply with the SEBI Listing Regulations.

The Company has also received a notice in writing from the member proposing the candidature of Mr. J Shanmuga Priyan for appointment as Director of the Company.

Further due to the re-designation of Mr. C Sathyan from the position of Managing Director to the position of Executive Vice Chairman, the Board decided to designate Mr. J Shanmuga Priyan as the Managing Director of the Company for a term of five years from 12<sup>th</sup> September, 2024 to 11<sup>th</sup> September, 2029 and also fixed his remuneration as follows:

**Salary:** Rs. 2,21,710/- (Rupees Two Lakh Twenty One thousand Seven Hundred and Ten only) per month.

**HRA:** Rs. 1,10,855/- (Rupees One lakh Ten Thousand Eight Hundred and Fifty Five only) per month.

**Car Allowance:** Rs. 28,005/- (Rupees Twenty Eight Thousand and five only) per month.

**Monthly Reimbursement:** Rs. 23,100/- (Rupees Twenty Three Thousand and Hundred only) per month.

**Gratuity and PF Provision:** Rs. 37,269/- (Rupees Thirty Seven Thousand Two Hundred and Sixty Nine only) per month.

**Birthday Gift:** Rs. 5,004/- (Rupees Five Thousand and Four only) per year.

**Leave:** Mr. J Shanmuga Priyan will be allowed leave and encashment thereof as per the Rules of the Company.

## **MINIMUM REMUNERATION:-**

Where in any financial year during the tenure of Mr. J Shanmuga Priyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. J Shanmuga Priyan the above remuneration by way of salary and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

Mr. J Shanmuga Priyan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being designated / appointed as Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. J Shanmuga Priyan under Section 190 of the Act.

A brief profile of Mr. J Shanmuga Priyan is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. J Shanmuga Priyan is interested in the resolution set out at Item no. 2 & 3.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution/s.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations. The Board recommends the Resolution set out at Item No.2 & 3 of the Notice for approval by the members.

All the relevant documents, contracts, the terms and conditions of appointment of Mr. C Sathyan and Mr. J Shanmuga Priyan as Executive Vice Chairman and Managing Director of the Company respectively shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working days (Monday to Friday) except Saturdays, Sundays and holidays upto the date of declaration of results of Postal Ballot.

The Board recommends the aforesaid resolutions for approval by the members as Special Resolutions.

**DISCLOSURES PURSUANT TO SECRETARIAL STANDARDS – 2**

**Details of Directors whose appointment as Executive Vice Chairman and Managing Director proposed at Item No.1, 2 & 3 are provided below pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.**

<b>Name of the Director</b>	<b>Mr. C Sathyan</b>	<b>Mr. J Shanmuga Priyan</b>
Director Identification Number (DIN)	00012439	10773578
Date of Birth and Age	October 05, 1978 and 45 years	November 18, 1977 and 46 years
Date of Appointment at Current designation / Date of first appointment on the Board	Date of First Appointment - 14 <sup>th</sup> June, 2001 Date of Appointment at Current designation - 12 <sup>th</sup> September, 2024	12 <sup>th</sup> September, 2024
Profile/ Qualifications & Experience	Mr. C Sathyan has held various executive positions during his career, spanning over two decades. He has extensive experience in the field of Dairy Industry and has been instrumental in driving the business growth of the company. He was conferred with the title of 'Doctor of Letters' for his entrepreneurship and philanthropy by the International Tamil University, USA. He is in-charge of the day-to-day operations of the Company	Mr. J Shanmuga Priyan, aged 46 years, is a Post Graduate in Commerce and possesses a rich experience in the Dairy Industry served in various positions in Hatsun Agro Product Limited up to the level of Chief Operating Officer handling Commercials, Procurement, Logistics, Operations, Finance & Accounts, Auditing etc., in the Company and his Service / Experience in Hatsun Agro Product Limited spanning over a period of more than two decades. He joined Hatsun Agro Product Limited on 07.03.2001 and has acquired the in depth knowledge of the business, products, operations etc., in the Dairy Industry.
Terms and conditions of appointment / re-appointment.	As detailed in the explanatory statement	As detailed in the explanatory statement
Remuneration last drawn	Rs. 97,21,450/-	Rs. 62,16,361/-
Remuneration proposed to be paid	As detailed in resolution and explanatory statement	As detailed in resolution and explanatory statement
Directorship in other Companies & Membership/ Chairmanship of Committees of other Boards	Corporate Social Responsibility Committee – Member  Risk Management Committee - Member	None
Shareholding in the Company as of 31 <sup>st</sup> March 2024.	2,18,30,499 equity shares of Re.1 each (9.80 % of paid-up capital of the Company)	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Mr R G Chandramogan (Father)	None



The number of Meetings of the Board attended during the FY 2024-25 i.e, upto 12 <sup>th</sup> September 2024.	Four (4)	Not Applicable
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**By Order of the Board  
For Hatsun Agro Product Limited  
Sd/-  
R G Chandramogan  
Chairman**

Place: Chennai  
Date: 12.09.2024

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