

**Partners**  
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# S Dhanapal & Associates

## Practising Company Secretaries

### Branch Offices

#### Virugambakkam

New No. 42, (Old 12), Reddy Street,  
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Chennai - 600 092. Mobile : 96771 61824

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Suite No. 103, First Floor, Kaveri Complex,  
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### Report of Scrutinizer

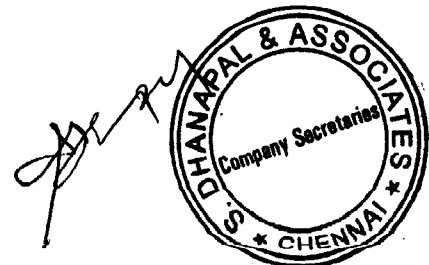
[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Hatsun Agro Product Limited  
DOMAINE, Door No.1/20A,  
Rajiv Gandhi Salai (OMR),  
Karapakkam  
Chennai - 600 097.

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of e-voting & postal ballot taken on the below mentioned resolution as set out in the notice of postal ballot dated 23<sup>rd</sup> September 2014 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 submit my report as under:

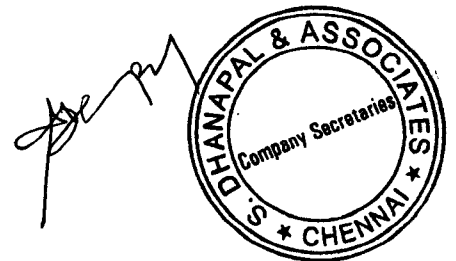
- 1.1 The Company has completed on 27.09.2014 the despatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 19.09.2014.
- 1.2 The shareholders of the Company had options to vote on the resolution either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).



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## **Practising Company Secretaries**

- 1.3 The physical postal ballot forms were received by and kept under safe custody of the Registrar and Transfer Agent of the Company, M/s. Integrated Enterprises (India) Limited, before commencing the scrutiny of such postal ballot forms.
- 1.4 The postal ballot forms were handed over to me on close of working hours of 27.10.2014 for my scrutiny.
- 1.5 With the support of the Registrar and Transfer Agent, the Postal Ballot Forms were scrutinized and signatures of Members, who had cast their votes, were verified as also the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 19.09.2014 maintained by them.
- 1.6 All Postal Ballot Forms received and votes cast electronically up to the close of working hours on 27.10.2014 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on NSDL portal as per the notice of postal ballot dated 23<sup>rd</sup> September, 2014.
- 1.7 Envelopes containing Postal Ballot Forms received after the close of working hours of 27.10.2014 were not considered for my scrutiny.
- 1.8 It was informed by the Company that the envelopes containing Postal Ballot Forms undelivered by the postal authorities aggregated to 423 in numbers and are kept separately by the Company.
- 1.9 There appears no defaced or mutilated Postal Ballot Forms.
- 1.10 One member had cast his vote both on e-voting and through physical postal ballot form. In terms of point no. 5 of the Notes to the notice of the postal ballot dated 23.09.2014, the vote cast through physical postal ballot form has been taken for the purpose of the result of voting and vote cast electronically has been treated as invalid.



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2. A summary of the votes cast electronically and physical Postal Ballot Forms received, is given below:

### Resolution – Issue of Equity Shares on Preferential Basis to Non-Promoter Group

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	82610529	2602008	85212537	65	264	329
Less: Invalid votes	0	22994	22994	0	23	23
Net Valid votes cast	82610529	2579014	85189543	65	241	306
Votes cast in favour	82605825	2571713	85177538	53	227	280
Votes Cast against	4704	7301	12005	12	14	26

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

3. 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.
4. In view of the above voting, the resolution as contained in the said notice has received requisite majority and therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

Thanking you,

Place: Chennai  
Dated: 28.10.2014

Yours faithfully,

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



S. Dhanapal  
Sr. Partner  
Membership # F6881  
CP. # 7028