

# NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fortieth Annual General Meeting ('AGM') of Hatsun Agro Product Limited will be held on Thursday, the 28th August, 2025 at 10.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2025, including the Audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, the reports of the Board of Directors and the Auditors thereon.
2. To ratify and confirm the payment of interim dividend made on the fully paid up Equity Shares of the Company for the financial year 2024-25.
3. To appoint a Director in the place of Mr. C Sathyan (DIN 00012439) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. K S Thanarajan (DIN 00012285) who retires by rotation and being eligible, offers himself for re-appointment.

All the Executive Directors and Non-Executive Non-Independent Directors are liable to retire by rotation. Applying this principle, Mr. C Sathyan, Executive Director and Mr. K S Thanarajan, Non-Executive Non-Independent Director, being the longest serving members are liable to retire by rotation and being eligible, offer themselves for re-appointment.

In this regard, the following Resolutions are placed before the Shareholders for approval:

- i) To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. C Sathyan (DIN: 00012439) as a Director liable to retire by rotation".

- ii) To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. K S Thanarajan (DIN: 00012285) as a Director liable to retire by rotation".

## SPECIAL BUSINESS:

### 5. APPOINTMENT OF SECRETARIAL AUDITOR:

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (Firm Registration Number- L2023TN014200) be and are hereby appointed as Secretarial Auditors of the Company for the first term of Five consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 6. RATIFICATION OF REMUNERATION OF COST AUDITORS:

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ramachandran & Associates, Cost Accountants (Firm Registration No. 000799) appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be paid a remuneration amounting to ₹1,30,000/- per annum (Rupees One Lakh Thirty Thousand Only) excluding applicable taxes and out of pocket expenses, if any, pursuant to the recommendation of the Audit Committee and as approved by the Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **7. APPROVAL FOR RE-APPOINTMENT OF MR. C SATHYAN (DIN: 00012439) AS EXECUTIVE VICE CHAIRMAN IN THE CAPACITY OF "EXECUTIVE DIRECTOR" AND THE 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 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-appointment of Mr. C Sathyan (DIN: 00012439) as Executive Vice-Chairman (Executive Director) for a period of 5 (Five) Years, with effect from 19th October, 2025 and the Remuneration payable to him in the capacity of Vice Chairman (Executive Director) for the period commencing from 19th October, 2025 until the expiration of his tenure by 18th October, 2030 (both days inclusive) on the following terms and conditions until further revision is made be and is hereby approved.

Basic Salary: ₹11,30,000/- (Rupees Eleven Lakhs Thirty Thousand only) per month in the scale of ₹10,00,000/- to ₹20,00,000/- per month. The increments within the scale would be decided by the Nomination and Remuneration Committee and the Board from time to time

**HRA:** Not exceeding 100% of Basic Salary per month

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

#### **CATEGORY 'A'**

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

Special Allowance not exceeding 100% of Basic Salary per month

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

House Rent Allowance shall be subject to a ceiling of 100% of the Basic Salary. If the Company provides the accommodation, the expenditure on furnished accommodation shall be subject to 100% of the salary. He will be eligible either for HRA or Rent Free furnished accommodation as the case may be.

##### **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.

##### **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 ₹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.”

**By order of the Board  
For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**

C Subramaniam  
Company Secretary

Place: Chennai  
Date: 18th July, 2025

**Registered Office:**

No. 41(49), Janakiram Colony Main Road,  
Janakiram Colony, Arumbakkam,  
Chennai - 600106, Tamil Nadu, India  
CIN: L15499TN1986PLC012747

**Corporate Office:**

Plot No. 14, TNHB,  
TN Housing Board 'A' Road,  
Sholinganallur, Chennai - 600 119.

**NOTES:**

1 (a). Additional information pursuant to the Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Special Business to be transacted at this AGM are mentioned in this Notice. In respect of Special Business, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), is attached with this Notice.

1 (b). Circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 have permitted the holding of Annual General Meeting of the Company through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue. Hence, in compliance with the said Circulars, provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Annual General Meeting of the Company will be held through Video Conferencing facility on Thursday, the 28th August, 2025 at 10.00 a.m.

2. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of Proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 Minutes after the scheduled time of commencement of Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction.

4(a). Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4(b) The complete Annual Report including the Notice of the AGM for the FY 2024-25 is being sent to all the Members through electronic mode whose e-mail addresses are registered with the Compan /Depository Participants ('DPs') unless any Member has requested for a physical copy of the same.

The Company shall send a physical copy of the Annual Report to those Members who request the same at [secretarial@hap.in](mailto:secretarial@hap.in) mentioning their correct Folio No./DP ID and Client ID. The Notice convening the 40th AGM has been uploaded on the website of the Company at <https://www.hap.in/annual-report.php> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th August, 2025 to 28th August, 2025 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2024-25.

6. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India of persons seeking appointment/re-appointment as Directors are provided in the annexure attached to this notice.

7. Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all the risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or Integrated Registry Management Services Pvt. Ltd (IRMSPL), for assistance in this regard.

8. Members may visit Company's website: [www.hap.in](http://www.hap.in) and contact us at e-mail: [secretarial@hap.in](mailto:secretarial@hap.in)

9. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



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2015, the Company is providing a facility to its members to exercise their votes electronically through remote e-voting facility arranged by National Securities Depository Limited for all the items of business set out in the notice of AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions.

The remote e-voting period begins on Monday, the 25th August, 2025 at 9:00 A.M. and ends on Wednesday, the 27th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Thursday, 21st August, 2025, may cast their votes electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

10. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 21st August, 2025.

11. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

12. 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 or voting during the AGM through electronic means.

13. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Help Desk no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 21st August, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

14. Mr. Ramanathan Nachiappan, Designated Partner of S Dhanapal & Associates LLP, Practicing Company Secretaries (Membership No. F6665) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

15. The Scrutiniser shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (Two) days of the conclusion of the AGM, a

consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of voting forthwith. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.hap.in](http://www.hap.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorised by him in writing. Simultaneously, the results shall also be forwarded to BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai. The Company is concerned about the environment and utilises the natural resources in a sustainable way. We request you to update your email address with your Depository Participant or RTA to enable us send Annual Report, Notices and all other communications via e-mail.

16. Members who are holding shares in more than one folio are requested to intimate the Registrar and Share Transfer Agent (IRMSPL), the details of all folio numbers for consolidation in to a single folio.

17. Pursuant to the changes made in the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates applicable to various categories, the members are requested to refer to the Finance Act, 2020 and amendments made thereof. The members are requested to update their PAN with the Registrar and Transfer Agents (in the case of shares held in physical mode) and depository participants (in the case of shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder If the total dividend to be received during FY 2025-26 does not exceed ₹10,000/-. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank account of Members. Members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code), in respect of shares held in a dematerialised form with their respective Depository Participants and in respect of shares held in physical form with IRMSPL.

18. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA (IRMSPL). Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

19. Members desiring any information as regards the financial statements are requested to write an email to the Company to its e-mail id [secretarial@hap.in](mailto:secretarial@hap.in) at least seven days before the date of the meeting (AGM).

20. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account

details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion of/change in such bank account details.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in a physical form can submit their PAN to the Company or IRMSPL.

22. Members are requested to check whether they have encashed their Dividend Warrants for the earlier years. If the Dividend Warrants have become time-barred/lost, please apply for revalidation/issue of fresh dividend warrant before the last dates indicated below:

DIVIDEND FOR THE YEAR	RATE OF DIVIDEND	DATE OF DECLARATION	DATE ON WHICH UNPAID AMOUNT TO BE TRANSFERRED TO IE&PF	SHAREHOLDERS SHOULD APPLY LATEST BY
2017-18	300%	21/05/2018	27/07/2025	27/06/2025
2018-19	200%	24/01/2019	01/04/2026	02/03/2026
2018-19	200%	02/05/2019	08/07/2026	08/06/2026
2019-20	200%	18/07/2019	23/09/2026	24/08/2026
2019-20	200%	09/03/2020	15/05/2027	15/04/2027
2020-21	800%	21/07/2020	26/09/2027	27/08/2027
2021-22	600%	14/07/2021	19/09/2028	20/08/2028
2022-23	600%	19/07/2022	24/09/2029	25/08/2029
2023-24	600%	19/07/2023	24/09/2030	25/08/2030
2024-25	600%	15/07/2024	20/09/2031	21/08/2031

During the year 2024-25, a Dividend amount of ₹33,87,751/- (₹26,26,734 - declared on 27.04.2017 and ₹7,61,017 - declared on 13.07.2017) which remained unclaimed for a period of 7 consecutive years being unclaimed dividend pertaining to the financial year 2016-17 (Interim dividend) and 2017-18 (Interim dividend) was transferred to Investor Education & Protection Fund (IE&PF).

23. In terms of the provisions of the Companies Act, 2013, all the dividend amounts, which remain unclaimed and unpaid for a period of seven years, will be transferred to the Investor Education & Protection Fund (IE&PF). Apart from the transfer of unpaid dividend amount remaining unclaimed for a period of seven years, pursuant to the notification issued by the Ministry of Corporate Affairs on 28th February 2017 amending the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares belonging to those shareholders who have not encashed any dividend warrants during the last seven or more years shall also be transferred to the DEMAT account of the IE&PF authority within a period of thirty days of such shares becoming due to be transferred to the Fund. The details of shareholders who have not encashed their dividend warrants are available on Company's website [www.hap.in](http://www.hap.in).

24. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their respective DPs in case the shares are held by them in electronic form and to RTA- Integrated Registry Management Services Private Ltd., No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003 (Tel no. 080-23460815/6/7) in case the shares are held by them in physical form.

26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.

27. Shareholders may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@hap.in](mailto:secretarial@hap.in) on or before 21st August, 2025. Replies to the same will be given by the company suitably.

#### 28. Freezing of Folios without valid PAN, KYC details, Nomination

Pursuant to the Securities and Exchange Board of India (SEBI) Circulars SEBI/HO/MIRSDMIRSD\_RTAMB /P/CIR/ 2021/655 dated 3rd November, 2021 and SEBI/HO/ MIRSD /MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021, it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with the Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities. In this regard, Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Integrated Registry Management Services Private Limited at [irg@integratedindia.in](mailto:irg@integratedindia.in)/[gopi@integratedindia.in](mailto:gopi@integratedindia.in) at the address viz., Integrated Registry Management Services Private Limited – Unit: Hatsun Agro Product Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560 003. The forms for updating the same are available at <https://www.hap.in>, investor corner, important announcement to the shareholder. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The form can be downloaded from the Company's website at <https://www.hap.in>. Members are requested to submit these details to their respective DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

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### 29. Issuance of Securities in dematerialized form in case of Investor Service Requests

We draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022. As per the above said Notification, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal /Exchange of securities certificate; 4) Endorsement; 5) Sub-division/Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7 )Transmission and 8) Transposition, the Company shall issue securities only in a dematerialised form.

For processing any of the aforesaid service requests, the securities holder/claimant shall submit duly filled in Form ISR-4.

We hereby request the holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrar & Transfer Agents i.e., Integrated Registry Management Services Private Limited:

S.No	Particulars	Please furnish details in
1.	PAN	Form No: ISR-1
2.	Address with PIN Code	
3.	Email address	
4.	Mobile number	
5.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6.	Demat Account Number	
7.	Specimen Signature	Form No: ISR-2
8.	Nomination details	Form No: SH-13
9.	Declaration to opt out nomination	Form No: ISR-3
10.	Cancellation or Variation of Nomination	Form No: SH-14
11.	Request for issue of Securities in dematerialised form in the following cases: i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal/Exchange of securities certificate iv. Endorsement v. Sub-division/Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition	Form No: ISR-4

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member does not wish to file nomination, a 'declaration to Opt-out' in Form ISR-3 shall be submitted. In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along with the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: [www.hap.in](http://www.hap.in).

The Company has already dispatched a separate communication providing information to the holders of physical securities as above with the status of their respective KYC in record of Company/RTA.

### 30. Mode of submission of form(s) and documents :

#### a. Submitting Hard Copy through Post/Courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

#### Integrated Registry Management Services Private Limited,

Unit: Hatsun Agro Product Limited  
30, Ramana Residency, 4th Cross, Sampige Road,  
Malleswaram, Bangalore 560 003.

**b. Through Electronic Mode with e-sign**

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to [irg@integratedindia.in](mailto:irg@integratedindia.in) or upload KYC documents with e-sign on RTA's website at the link: <https://integratedindia.in>.

**c. Submitting Hard Copy at the office of the RTA**

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s)/claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

**Mandatory Self-attestation of the documents**

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

**E-sign**

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empaneled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology <https://cca.gov.in/> for the purpose of obtaining an e-sign.

31. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

**By order of the Board**

**For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**

C Subramaniam  
Company Secretary

Place: Chennai  
Date: 18th July, 2025

**Registered Office:**

No. 41(49), Janakiram Colony Main Road,  
Janakiram Colony, Arumbakkam,  
Chennai - 600106, Tamil Nadu, India  
CIN: L15499TN1986PLC012747.

**Corporate Office:**

Plot No. 14, TNHB,  
TN Housing Board 'A' Road,  
Sholinganallur, Chennai - 600 119.

**THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, the 25th August, 2025 at 9:00 A.M. and ends on Wednesday, the 27th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Thursday, 21st August, 2025, may cast their vote/s electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st August, 2025.

**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 and joining virtual meeting 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2. Existing IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>3. 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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. 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 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 hold 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p>



Type of shareholders	Login Method
	<p>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 &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

**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 e-Voting and joining virtual meeting 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.**

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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, or 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 and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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. Prajakta Pawle, Executive 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 a 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 and joining virtual meeting 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.

### **THE INSTRUCTIONS TO MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS TO MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@hap.in](mailto:secretarial@hap.in). The same will be replied by the Company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [secretarial@hap.in](mailto:secretarial@hap.in) from

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21st August, 2025 (09.00 a.m IST) to 23rd August, 2025 (05.00 p.m IST). Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Thursday, 28th August, 2025. Members seeking to inspect such documents can send an email to [secretarial@hap.in](mailto:secretarial@hap.in).

**By order of the Board**  
**For HATSUN AGRO PRODUCT LIMITED**

Sd/-  
C Subramaniam  
Company Secretary

Place: Chennai  
Date: 18th July, 2025

**Registered Office:**  
No. 41(49), Janakiram Colony Main Road,  
Janakiram Colony, Arumbakkam,  
Chennai - 600106, Tamil Nadu, India  
CIN: L15499TN1986PLC012747

**Corporate Office:**  
Plot No. 14, TNHB,  
TN Housing Board 'A' Road,  
Sholinganallur, Chennai - 600 119



**Additional information on Directors recommended for appointment/re-appointment pursuant to the Secretarial Standards - 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013:**

**Item Nos. 3, 4 & 7**

<b>Name of the Director</b>	<b>Mr. C Sathyan</b>	<b>Mr. K S Thanarajan</b>
Director Identification Number (DIN)	00012439	00012285
Date of Birth and Age	05th October, 1978 and 46 years	20th March, 1949 and 76 years
Date of Appointment at current designation/Date of first appointment on the Board	19th October, 2020 and re-designed as Executive Vice Chairman on 12th September, 2024/ 14th June, 2001	5th September, 2023/18th January, 2017
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 has held various executive positions during his career, spanning over 20 years. He is vested with the responsibility of supporting the Chairman, setting up of the goals, formulating the Strategies, Business plans and monitoring their implementation besides acting as a bridge between the Board and Management.	Mr. K. S. Thanarajan holds a master's degree in economics from the University of Madras.
Expertise in specific functional area	Rich experience in business over a period of 20 years.	He has been in the dairy business for more than 20 years and brings with him a deep functional experience of the dairy industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As detailed in the explanatory statement	He was appointed as Non-Executive Director liable to retire by rotation. He is entitled to a sitting fee of ₹75,000/- per meeting of the Board and ₹15,000/- for every meeting of the Committee of the Board in which he is a member.
Directorship in other Companies & Membership/Chairmanship of Committees of other Boards	None	None
Listed entities from which the Director has resigned in the past three years	None	None
Shareholding in the Company as of 31st March 2025.	2,18,30,499 equity shares	6,68,179 equity shares
Relationship with Other Directors, Managers and other Key Managerial Personnel of the company	Mr. R G Chandramogan, Chairman of the Company is the Father of Mr. C Sathyan	Not applicable
Meetings of the Board attended during the FY 2024-25	7 (Seven)	5 (Five)

### Item No.5: Appointment of Secretarial Auditor

The Board at its meeting held on April 28, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (Firm Registration Number- L2023TN014200) as Secretarial Auditors of the Company for the first term of five consecutive years commencing from the Financial Year 2025-26 to the Financial Year 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. S Dhanapal & Associates LLP, Practising Company Secretaries has nearly 20 years of experience in the areas of secretarial practice and with its rich and diverse experience in the field of corporate compliances, the firm has carved its name in the market as a leading and iconic company secretary firm providing holistic services in the field of Secretarial audits and other Legal related matters.

M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. S Dhanapal & Associates LLP as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Board, in consultation with the Secretarial Auditors and as per the recommendation of Audit Committee, will decide the payment of Audit Fee payable to the Secretarial Auditors for all their services including Additional fees for statutory certifications and other professional services etc.,

None of the Promoters, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, is in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.5 of this Notice.

The Board recommends the resolution set forth in Item No.5 for the approval of members.

### Item No.6: Ratification of Remuneration to Cost Auditors

The Board, on the recommendation of the Audit Committee, has approved at their meeting held on 28th April, 2025 the appointment of M/s. Ramachandran & Associates, Cost Accountants (Firm Registration No. 000799) as the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 1,30,000/- per annum (Rupees One Lakh Thirty Thousand per annum only) excluding applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of this notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026. None of the Promoters, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, is in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.6 of this Notice.

The Board recommends the resolution set forth in Item No.6 for the approval of members.

### Item No.7: Approval for re-appointment of Mr. C Sathyan (DIN: 00012439) as Executive Vice-Chairman in the capacity of “Executive Director” and the remuneration payable to him

Mr. C. Sathyan was appointed as a Managing Director by the Board at its Meeting held on 19.10.2020 to hold office for a period of 5 years from 19.10.2020 to 18.10.2025 and fixed his remuneration. Further he was re-designated as Executive Vice-Chairman with effect from 12.09.2024. The abovesaid appointment and re-designation were approved by the Members through Postal Ballot on 30.11.2020 and 28.10.2024 respectively. The Board of Directors at their meeting held on 18.07.2025, with the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. C. Sathyan (DIN: 00012439) as Executive Vice-Chairman in the capacity of “Executive, Director” for a period of 5 (Five) years commencing from 19.10.2025 and the remuneration payable to him for a period from 19.10.2025 to 18.10.2030 as per the details furnished below was also approved.

**Basic Salary:** ₹11,30,000/- (Rupees Eleven Lakhs thirty thousand only) per month in the scale of ₹10,00,000/- to ₹20,00,000/- per month. The increments within the scale would be decided by the Nomination and Remuneration Committee and the Board from time to time

**HRA:** Not exceeding 100% of Basic Salary per month

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

#### CATEGORY `A`

#### SPECIAL ALLOWANCE:-

Special Allowance not exceeding 100% of Basic Salary per month

#### HOUSING:-

House Rent Allowance shall be subject to a ceiling of 100% of the Basic Salary. If the Company provides the accommodation, the expenditure on furnished accommodation shall be subject to 100% of the salary. He will be eligible either for HRA or Rent Free furnished accommodation as the case may be.

#### **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.

#### **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 ₹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-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 in Item No. 3&4 of Explanatory Statement 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.

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. except Mr. C. Sathyan for whom the re-appointment 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. 7.

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.7 of the Notice for approval by the members.

**By order of the Board  
For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**  
C Subramaniam  
Company Secretary

Place: Chennai  
Date: 18th July, 2025