

HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

Regd. Office: DOOR NO.1/20A, "DOMAINE", RAJIV GANDHI SALAI (OMR)

KARAPAKKAM, CHENNAI – 600 097.

Phone No.: 044-24501622, Fax: 044-24501422 | Email: secretarial@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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and "MCA Circulars" as defined below:

To

The Members of Hatsun Agro Product Limited

Notice is hereby given, pursuant to Sections 108 and 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 is proposed to be passed by way of a Special Resolution through Postal Ballot by Voting through electronic means ("Remote e-voting) for the Shareholders who have registered their email ids with the Company / RTA/ Depositories taking in to account the "MCA Circulars" viz., Circular No.14/2020 dated April 08,2020, Circular No.17/2020 dated April 13,2020, Circular No. 22/2020 dated June 15,2020, Circular No.33/2020 dated September 28, 2020 and Circular 39/2020 dated 31st December, 2020, in respect of "clarification on passing of Ordinary and Special Resolutions by Companies under the Act and the Rules made thereunder" issued by the Ministry of Corporate Affairs (collectively called as "MCA Circulars"). However, the facility of physical voting option through Postal Ballot papers will be provided to the Shareholders who have not registered their email ids considering the relaxations given.

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

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

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, Thursday, 22nd April, 2021. 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 Saturday, the 24th April, 2021. The results of the postal ballot will be declared by the Chairman or a person authorized

by him in this regard on or before Saturday, the 24th April, 2021 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 and also to the general public through press release in newspapers.

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 Resolution, if approved, will be taken as passed effectively on the last date of e-voting / receipt of physical ballot papers i.e., 22nd April, 2021.

Proposed Resolutions:

ITEM NO.1: ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing Clause (III)(A) of the Main Objects Clause of the Memorandum of Association of the Company be altered by adding to the existing Clause (III)(A) with the following new Clauses (III)(A) 15 and 16:

(III) (A) 15. “To carry on in India or elsewhere the business of Power generation through installation and operation of Systems under Solar, Thermal, Bio Thermal, Wind, Hydro electric, Nuclear and Gas including Solar Photovoltaic, Solar Thermal, Solar Chimney and Solar based devices, Wind energy devices, Hydro electric devices, Nuclear and Gas based devices either for Captive consumption or sale to Industries, Households, and Commercial establishments and marketing of energy to authorized power transmission and distribution companies including the State Electricity Boards and Power Grids anywhere in India and abroad, in accordance with the provisions of Indian Electricity Act, 2003 and / or Electricity (Supply) Act or any Statutory

modifications or re-enactment thereof and Rules made thereunder using Indigenous and Imported Technology and Transmission, Distribution, Trading, import, export including manufacture, Trading, Import and Export of Power related Equipments and Systems.

(III) (A) 16. “To Carry on the business of investing / subscribing to the Equity of the Companies engaged in Power generation in any manner for the purpose of consuming power needed for the operations of the Company at all or any of the facilities by entering in to Power Purchase Agreements and other Agreements in compliance with the laws in force and engage in the activity of business of manufacturing, trading, import, export, installation and operation of all the Renewable Power generating Systems”.

“RESOLVED FURTHER THAT Shri. R.G.Chandramogan, Chairman, Shri. C. Sathyan, Managing Director, and Shri G. Somasundaram, Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

By Order of the Board
For Hatsun Agro Product Limited
Sd/-
G. Somasundaram
Company Secretary

Place: Chennai

Date: 12th March, 2021

Notes:

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. 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 and the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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. N Ramanathan (FCS 6665), Partner, M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
5. The Notice is being sent to all the Members, whose names appear in the Register of Members /List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 19th March, 2021.

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

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

Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, to the members to cast their votes electronically on all resolutions set forth in the Notice of Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. Members are requested to cast their electronic vote separately under the respective EVEN numbers created separately for fully paid up equity shares and partly paid up equity shares.

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

EVEN (E-voting Event Number)	UserID	Password

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

Steps for Remote e-voting:-

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

13. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Instruction for voting through postal ballot:-

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Registrar and transfer agent appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the company or furnished to National Securities Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named share holder
4. Incomplete and /or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the Registrar and Transfer Agent not later than the close of working hours on **Thursday, 22nd April, 2021**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by Companies/Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority for the purpose.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Share holders as on **Friday, 19th March, 2021**.
8. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
10. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
11. The scrutinizer's decision on the validity of postal ballot shall be final.

General Instructions:

1. The remote e-voting period commences at 9.30 A.M. on **Wednesday, 24th March, 2021** and ends on 5.00 P.M on **Thursday, 22nd April, 2021**. During this period, the shareholders of the Company holding shares either in physical form or in a dematerialized form, as on the cut-off date, i.e., **Friday, 19th March, 2021**, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only will be entitled to avail the facility of remote e-voting/voting through postal ballot paper.

3. Shri. N Ramanathan, Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries (Membership No. FCS 6665) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The voting rights of shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on **Friday, 19th March, 2021**.
5. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.hap.in and on the website of NSDL within two days of the declaration of results and communicated to National Stock Exchange of India Limited and BSE Ltd.
6. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then they shall not vote by Physical Ballot or vice versa. However, in case shareholders do cast their vote/s both by way of Physical Ballot and e-voting, then voting done through Physical Ballot shall be treated as invalid.
7. In case of any difficulties / grievances relating to the voting process, the members can contact:
Mr. G. Somasundaram
Company Secretary
HATSUN AGRO PRODUCT LIMITED
CIN : L15499TN1986PLC012747
Regd. Office : DOOR NO.1/20A, "DOMAINE",
RAJIV GANDHI SALAI (OMR)
KARAPAKKAM, CHENNAI – 600 097.
[Phone No.: 044-24501622](tel:044-24501622), [Fax: 044-24501422](tel:044-24501422) | [Email: secretarial@hap.in](mailto:secretarial@hap.in) | Website: www.hap.in

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

ItemNo.1:-

As you are aware, Your Company is in to the business of processing Milk, Curd, Milk Products, Ice Creams, Pizzas etc., for which it has set up various manufacturing / processing facilities throughout the Country including the Cold Storages. These facilities run on electric power which is bought by the Company from the respective State Governments' Electricity Boards at the prevailing market tariffs. To conserve energy and save on energy costs and minimise the Carbon footprint, the Company actively looked for Clean energies through renewable energies particularly, the Solar Energy which is actively taken up by the Industries and households in India with the patronage of the Central and State Governments in the larger interests of the Society and the Environment. In this regard, Your Company has identified the entities generating Solar Power and supply the same at a competitive tariffs. Since the Investment in to the Solar power generating Company requires inclusion of Object clause for generation of power / supply the same either for captive consumption or otherwise in the Memorandum of Association of the Company, the Board of your Company decided to amend the Objects Clause of the Memorandum of Association of the Company for inclusion of Objects for generation of power and supply the same.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, at their Meeting held on 12th March, 2021 has approved the aforesaid alteration to the Object Clause of the Memorandum of Association of the Company, subject to the approval of the Members of the Company by passing a Special Resolution through Postal ballot.

The Special Resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration to the Memorandum of Association of the Company with respect to the objects of the Company and certify the registration.

The Board has recommended the approval of the Special Resolution as set out in the Postal Ballot Notice. In light of the above facts, the approval of the Members is sought through physical and remote e-voting through Postal ballot for effecting the alteration in the existing Object Clause of the Memorandum of Association of the Company by adding sub-clauses 15 and 16 under Clause III (A) of the Memorandum of Association of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution. The Board recommends the resolution for approval of the Members. The existing Object Clause forming part of the Memorandum of Association of the Company is available for inspection by the Members on the Company's website.

The Board recommends the Resolution for your approval.

**By Order of the Board
For Hatsun Agro Product Limited
Sd/-
G. Somasundaram
Company Secretary**

Place: Chennai

Date: 12th March, 2021

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