

# HAP

**Hatsun Agro Product Ltd.**  
Registered Office:  
Domaine, Door No: 1/20A,  
Rajiv Gandhi Salai (OMR),  
Karapakkam, Chennai - 97. India.  
P: +91 44 2450 1622  
F: +91 44 2450 1422  
E: info@hatsun.com | www.hap.in  
CIN: L15499TN1986PLC012747

HAPL\SEC\633\2018-19

07-December-2018

✓ BSE Limited  
Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051.

**Stock Code: BSE: 531531**  
**NSE: HATSUN**

Dear Sir,

**Sub:** Intimation of Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Reg.,

This is further to our letter ref.no. HAPL\SEC\631\2018-19 dt: 5<sup>th</sup> November, 2018 intimating notice of postal ballot being sent to the shareholders along with postal ballot forms.

Mr. S.Dhanapal, Senior Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted his report dt: 7<sup>th</sup> December, 2018 addressed to the Chairman of the Company. In accordance with the said report, the results were declared by Mr.R.G.Chandramogan, Managing Director of the Company, at the registered office of the Company today, i.e., 7<sup>th</sup> December, 2018.

We are pleased to inform you that the following matters relating to Special Resolutions are passed by the shareholders of the Company with requisite majority.

1. To approve the continuation of Office by Mr.R.G.Chandramogan as Managing Director on attainment of age of 70 years
2. To reappoint Mr.R.G.Chandramogan as Managing Director for further term of 5 years with effect from 1st April 2019
3. To reappoint Mr.Balasubramanian Thenamuthan as an Independent Director for Second term of 5 consecutive years

Further the disclosure pursuant to regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pertaining to the voting results of postal ballot is also enclosed.





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CIN: L15409TN1986PLC01274.

In accordance with regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details of business transacted by the Company through Postal Ballot including E-Voting are furnished below :-

Date of Declaration of results of Postal Ballot: 7<sup>th</sup> December 2018

Total number of shareholders as on 26<sup>th</sup> October 2018: 15603  
(cut-off date for reckoning the voting rights of shareholders)

**Resolution No. 1 – To approve the continuation of Office by Mr.R.G.Chandramogan as Managing Director on attainment of age of 70 years.**

**Resolution required: Special Resolution**

**Manner of voting: E-voting and Postal Ballot**

**Whether Promoter / Promoter Group are interested in the Resolution: No**

Category	Mode of Voting	No of shares held <sup>#</sup> (1)	No. of votes polled* (2)	% of votes polled on o/s shares (3)=[(2)/(1)]*100	No. of votes.in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes	% of Votes invalid on votes polled (9) = [(8)/(2)]*100
Promoter & Promoter Group	E-Voting	117387341	117387341	100.00	117387341	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0	0
	<b>Total</b>		<b>117387341</b>	<b>100.00</b>	<b>117387341</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public -- Institutional Holders	E-Voting	6670458	6670458	100.00	6670458	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	<b>Total</b>		<b>6670458</b>	<b>100.00</b>	<b>6670458</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public - Others	E-Voting	7319322	5136416	70.18	5136031	385	99.99	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		2119452	28.96	2112492	6960	99.67	0.33	63453	
	<b>Total</b>		<b>7255868</b>	<b>99.14</b>	<b>7248523</b>	<b>7345</b>	<b>99.89</b>	<b>0.10</b>	<b>63453</b>	
<b>Total</b>		<b>131377121</b>	<b>131313667</b>	<b>99.95</b>	<b>131306322</b>	<b>7345</b>	<b>99.99</b>	<b>0.01</b>	<b>63453</b>	0.05

# voting rights are in proportion to the paid up value of shares held as on 26<sup>th</sup> October, 2018. It includes the proportionate voting rights as available to the partly paid shares also.

\* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Special Resolution is 99.99 % (99.99% of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

**Resolution No. 2 – To reappoint Mr.R.G.Chandramogan as Managing Director for further term of 5 years with effect from 1<sup>st</sup> April 2019.**

**Resolution required: Special Resolution**

**Manner of voting: E-voting and Postal Ballot**

**Whether Promoter / Promoter Group are interested in the Resolution : No**

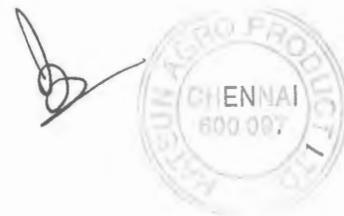
Category	Mode of Voting	No of shares held <sup>#</sup> (1)	No. of votes polled* (2)	% of votes polled on o/s shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes	% of Votes invalid on votes polled (9) = [(8)/(2)]*100
Promoter & Promoter Group	E-Voting	117387341	117387341	100.00	117387341	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0	0
	<b>Total</b>		<b>117387341</b>	<b>100.00</b>	<b>117387341</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public – Institutional Holders	E-Voting	6670458	6670458	100.00	6670458	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	<b>Total</b>		<b>6670458</b>	<b>100.00</b>	<b>6670458</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public - Others	E-Voting	7319322	5136429	70.18	5136241	188	99.99	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		2119452	28.96	2118793	659	99.96	0.03	63453	
	<b>Total</b>		<b>7255881</b>	<b>99.14</b>	<b>7255034</b>	<b>847</b>	<b>99.98</b>	<b>0.01</b>	<b>63453</b>	
<b>Total</b>		<b>131377121</b>	<b>131313680</b>	<b>99.95</b>	<b>131312833</b>	<b>847</b>	<b>99.99</b>	<b>0.01</b>	<b>63453</b>	<b>0.05</b>

# voting rights are in proportion to the paid up value of shares held as on 26<sup>th</sup> October, 2018. It includes the proportionate voting rights as available to the partly paid shares also.

\* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Special Resolution is 99.99% (99.99% of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.



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**Resolution No. 3 – To reappoint Mr.Balasubramanian Thenamuthan as an Independent Director for Second term of 5 consecutive years.**

**Resolution required: Special Resolution**

**Manner of voting: E-voting and Postal Ballot**

**Whether Promoter / Promoter Group are interested in the Resolution : No**

Category	Mode of Voting	No of shares held <sup>#</sup> (1)	No. of votes polled* (2)	% of votes polled on o/s shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes	% of Votes invalid on votes polled (9) = [(8)/(2)]*100
Promoter & Promoter Group	E-Voting	117387341	117387341	100.00	117387341	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00	0	0
	<b>Total</b>		<b>117387341</b>	<b>100.00</b>	<b>117387341</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public – Institutional Holders	E-Voting	6670458	6670458	100.00	4805602	1864856	72.04	27.96	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	<b>Total</b>		<b>6670458</b>	<b>100.00</b>	<b>4805602</b>	<b>1864856</b>	<b>72.04</b>	<b>27.96</b>	<b>0</b>	<b>0</b>
Public - Others	E-Voting	7319322	5136422	70.18	5136267	155	99.99	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		2119451	28.96	2112492	6959	99.67	0.33	63453	
	<b>Total</b>		<b>7255873</b>	<b>99.14</b>	<b>7248759</b>	<b>7114</b>	<b>99.90</b>	<b>0.09</b>	<b>63453</b>	
<b>Total</b>		<b>131377121</b>	<b>131313672</b>	<b>99.95</b>	<b>129441702</b>	<b>1871970</b>	<b>98.57</b>	<b>1.43</b>	<b>63453</b>	<b>0.05</b>

# voting rights are in proportion to the paid up value of shares held as on 26<sup>th</sup> October, 2018. It includes the proportionate voting rights as available to the partly paid shares also.

\* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Special Resolution is 98.57 % (98.57% of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

The above results are announced by Mr.R.G.Chandramogan, Managing Director on 7<sup>th</sup> December 2018 at the Registered Office of the Company.

We enclose herewith a copy of the Scrutinizer's Report for your reference.

Thanking you,

Yours faithfully,

For **HATSUN AGRO PRODUCT LIMITED,**

  
**R.G.CHANDRAMOGAN**  
**MANAGING DIRECTOR.**



Suite No. 103, First Floor, Kaveri Complex  
No. 98/104, Nungambakkam High Road  
(Next to NABARD & ICICI Bank)  
Nungambakkam, Chennai - 600 034  
Phone No. 044 - 4553 0256  
4553 0257 / 4265 2127  
E-mail: csdhanapal@gmail.com  
website: www.sadhanapal.com

# S Dhanapal & Associates

## Practising Company Secretaries

### Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S.  
N. Ramanathan, B.Com., F.C.S.  
Smita Chirimar, M.Com., F.C.S., DCG(ICSI)  
R. Prathapsa, B.C.S., A.C.S.

### Report of Scrutinizer

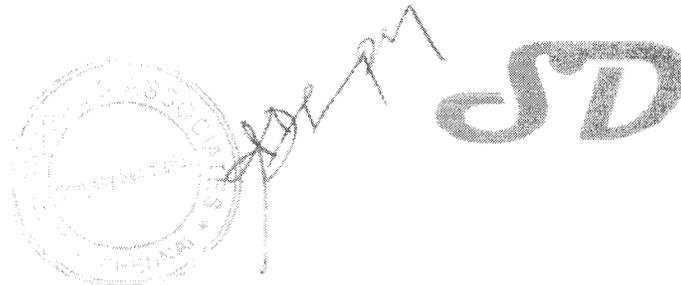
[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**M/s. Hatsun Agro Product Limited,**  
Domaine, Door No. 1/20A,  
Rajiv Gandhi Salai (OMR)  
Karapakkam, Chennai - 600097

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S. Dhanapal & Associates, a firm of Practising Company Secretaries, was appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolution as set out in the notice of postal ballot dated 22.10.2018 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. The Company has completed on 05.11.2018 dispatch 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 26.10.2018
2. The shareholders of the Company had option to vote on the resolutions 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).



The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text 'S. DHANAPAL & ASSOCIATES' and 'PRACTISING COMPANY SECRETARIES'. To the right of the stamp is a large, stylized 'SD' logo.

**S Dhanapal & Associates**  
Practising Company Secretaries

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 Registry Management Services Private Limited, before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were handed over to me on close of working hours of 05.12.2018 for my scrutiny.
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 26.10.2018 maintained by them.
6. All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 05.12.2018 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 22.10.2018.
7. Envelopes containing Postal Ballot forms received after the close of working hours on 05.12.2018 were not considered for my scrutiny.
8. It was informed by the Company that the envelopes containing Postal Ballot forms undelivered by the postal authorities aggregated to 302 numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. Physical ballots where there is signature mismatch/missing were considered invalid.
11. A summary of the votes cast electronically and physical Postal ballot forms received is given below. The Voting Rights of the members is in proportion to their share of paid up equity share capital of the Company as of cut-off date 26.10.2018 and as per Register of Members of the Company.



A handwritten signature in black ink, appearing to be "S Dhanapal".

A stylized logo consisting of the letters "S" and "D" in a bold, rounded font.

**Resolution No. 1 – Continuation of office by Mr.R.G.Chandramogan as Managing Director on attainment of age of 70 years (Special Resolution)**

Type of Equity share	No. of Equity shares Voted		
	e-voting (electronic)	Physical Ballot Forms	Total
Fully paid Equity shares	122779629	2095491	124875120
Partly paid up Equity shares	6414586	87414	6502000
<b>Total votes cast</b>	<b>129194215</b>	<b>2182905</b>	<b>131377120</b>
Fully paid up Equity shares	0	63220	63220
Partly paid up Equity shares	0	233	233
<b>Less: invalid votes</b>	<b>0</b>	<b>63453</b>	<b>63453</b>
Fully paid up Equity shares	122779629	2032271	124811900
Partly paid up Equity shares	6414586	87181	6501767
<b>Net valid votes cast</b>	<b>129194215</b>	<b>2119452</b>	<b>131313667</b>
Fully paid up Equity shares	122779266	2025347	124804613
Partly paid up Equity shares	6414564	87145	6501709
<b>Votes cast in favour</b>	<b>129193830</b>	<b>2112492</b>	<b>131306322</b>
Fully paid up Equity shares	363	6924	7287
Partly paid up Equity shares	22	36	58
<b>Votes Cast against</b>	<b>385</b>	<b>6960</b>	<b>7345</b>

% of total valid votes cast in favour of the resolution: 99.994%

% of total valid votes cast against the resolution: 0.005 %



*Handwritten signature*

**SD**

# S Dhanapal & Associates

Practising Company Secretaries

Resolution No. 2 – Re-appointment of Mr.R.G.Chandramogan as Managing Director for further term of 5 years with effect from 1st April, 2019 (Ordinary Resolution)

Type of Equity share	No. of Equity shares Voted		
	e-voting (electronic)	Physical Ballot Forms	Total
Fully paid Equity shares	122779629	2095491	124875120
Partly paid up Equity shares	6414599	87414	6502013
<b>Total votes cast</b>	<b>129194228</b>	<b>2182905</b>	<b>131377133</b>
Fully paid up Equity shares	0	63220	63220
Partly paid up Equity shares	0	233	233
<b>Less: invalid votes</b>	<b>0</b>	<b>63453</b>	<b>63453</b>
Fully paid up Equity shares	122779629	2032271	124811900
Partly paid up Equity shares	6414599	87181	6501780
<b>Net valid votes cast</b>	<b>129194228</b>	<b>2119452</b>	<b>131313680</b>
Fully paid up Equity shares	122779447	2031648	124811095
Partly paid up Equity shares	6414593	87145	6501738
<b>Votes cast in favour</b>	<b>129194070</b>	<b>2118793</b>	<b>131312833</b>
Fully paid up Equity shares	182	623	805
Partly paid up Equity shares	6	36	42
<b>Votes Cast against</b>	<b>188</b>	<b>659</b>	<b>847</b>

% of total votes cast in favour of the resolution: 99.997%

% of total votes cast against the resolution: 0.003%



# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 3 – Re-appointment of Mr. Balasubramanian Thenamuthan as an Independent Director for second term of 5 (five) consecutive years (Special Resolution)**

Type of Equity share	No. of Equity shares Voted		
	e-voting (electronic)	Physical Ballot Forms	Total
Fully paid Equity shares	122779634	2095491	124875125
Partly paid up Equity shares	6414586	87414	6502000
<b>Total votes cast</b>	<b>129194220</b>	<b>2182905</b>	<b>131377125</b>
Fully paid up Equity shares	0	63220	63220
Partly paid up Equity shares	0	233	233
<b>Less: invalid votes</b>	<b>0</b>	<b>63453</b>	<b>63453</b>
Fully paid up Equity shares	122779634	2032271	124811905
Partly paid up Equity shares	6414586	87181	6501767
<b>Net valid votes cast</b>	<b>129194220</b>	<b>2119452</b>	<b>131313672</b>
Fully paid up Equity shares	120914627	2025348	122939975
Partly paid up Equity shares	6414582	87145	6501727
<b>Votes cast in favour</b>	<b>127329209</b>	<b>2112493</b>	<b>129441702</b>
Fully paid up Equity shares	1865006	6923	1871929
Partly paid up Equity shares	5	36	41
<b>Votes Cast against</b>	<b>1865011</b>	<b>6959</b>	<b>1871970</b>

% of total votes cast in favour of the resolution: 98.57%

% of total votes cast against the resolution: 1.43%



A large, stylized 'SD' logo in a bold, sans-serif font.

**S Dhanapal & Associates**  
Practising Company Secretaries

12. 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.
13. In view of the above voting results, the resolutions as contained in the said notice has received requisite majority, therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

Thanking You,  
Yours faithfully,  
For S Dhanapal & Associates  
(a firm of Practising Company Secretaries)



S Dhanapal  
Sr. Partner  
Membership #F6881  
CP #7028

Place: Chennai  
Date: 07.12.2018

**SD**