

# HATSUN AGRO PRODUCT LTD

Corporate office:  
Domaine, Door No: 1/20A,  
Rajiv Gandhi Salai (OMR),  
Karapakkam,  
Chennai - 600 097. India.  
T: 044-24501622  
F: 044-24501422  
E: info@hatsun.com  
CIN: L15499TN1986PLC012747

HAPLASEC\285\2016-17

06-May-2016

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/277/2015-16 dt: 5<sup>th</sup> April, 2016 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: 5<sup>th</sup> May, 2016 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, in terms of notice of postal ballot, at the registered office of the Company today, i.e., 6<sup>th</sup> May, 2016.

The Postal Ballot results are also being hosted on our Company's website [www.hatsun.com](http://www.hatsun.com) and will be published in newspapers.

**The summarised result of the Postal Ballot is as follows:**

Date of Declaration of results of Postal Ballot: 6<sup>th</sup> May 2016

Total number of shareholders as on 24<sup>th</sup> March 2016: 6191  
(cut-off date for reckoning the voting rights of shareholders)

Details of Agenda: **Alteration of Main Object Clause of Memorandum of Association of the Company.**

Resolution required : Special Resolution

Mode of Voting: Postal Ballot \ E-voting

Results : Resolution was carried out with requisite majority.

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T: 044-24501622  
F: 044-24501422  
E: info@hatsun.com  
CIN: L15499TNI986PLC012747

Total number of Ballots received : 372

Total Valid Ballots : 292

## Resolution No. 1 – (Special Resolution)

Promoter/ Public	No. of shares held# (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
Promoter & Promoter Group	81205372	81205372	100.00	81205372	0.00	100	0.00
Public – Institutional Holders**	3550982	599760	16.89	599760	0.00	100	0.00
Public - Others	23935294	6533306	27.30	6529972	3334	99.95	0.05
Total	108691648	88338438	81.27	88335104	3334	100	0.00

# voting rights are in proportion to shares held as on 24<sup>th</sup> March 2016.

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

The number of votes polled in favour of the Special Resolution is 99.996 % (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

None of the Promoters or Promoter Group is interested in the above resolution.

The above results are announced by Mr.R.G.Chandramogan, Managing Director on 6<sup>th</sup> May 2016 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,



S.NARAYAN  
COMPANY SECRETARY.

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# **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. Pratheepa, B.C.S., A.C.S

### **Report of Scrutinizer**

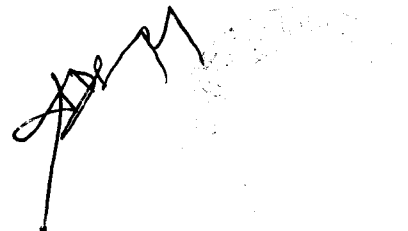
*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

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, 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 16<sup>th</sup> March 2016 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 5<sup>th</sup> April 2016 the 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 24<sup>th</sup> March 2016.
2. The shareholders of the Company had option to vote on the resolution through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).



**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 Enterprises (India) 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 04.05.2016 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 24<sup>th</sup> March, 2016 maintained by them.
6. All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 04.05.2016 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 16<sup>th</sup> March 2016.
7. Envelopes containing Postal Ballot forms received after the close of working hours on 04.05.2016 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 418 numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. One member had cast his vote both on e-voting and through physical postal ballot form. The vote cast through physical postal ballot form has been treated as invalid for the purpose of the results of voting and vote cast electronically has been taken.
11. A summary of the votes cast electronically and physical Postal ballot forms received, is given below:

A handwritten signature in black ink is written over a large, bold, stylized logo consisting of the letters 'S' and 'D' joined together. The signature is written in a cursive style, starting with a large 'S' and ending with a long vertical stroke.

**Resolution No. 1 – Alteration of the Main Objects Clause of Memorandum of Association of the company**

	No. of shares			No. of Members		
	e-voting (electronic)	Physical Ballot Forms	Total	e-voting (electronic)	Physical Ballot Forms	Total
Total votes cast	84187827	4259268	88447095	73	299	372
Less: invalid votes	-	108657	108657	-	80	80
Net valid votes cast	84187827	4150611	88338438	73	219	292
Votes cast in favour	84187103	4148001	88335104	70	215	285
Votes Cast against	724	2610	3334	3	4	7

**% of total votes cast in favour of the resolution: 99.996**

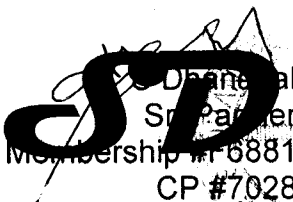
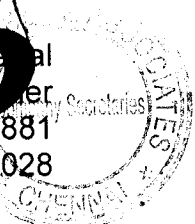
**% of total votes cast against the resolution: 0.004**

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 resolution 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)

Place: Chennai  
Date: 05.05.2016

  
 S Dhanapal  
 Sr Partner  
 Membership No: 6881  
 CP #7028  


**CERTIFIED TRUE COPY OF THE MINUTES RELATING TO THE DECLARATION OF RESULT ON THE VOTING BY POSTAL BALLOT ON 6<sup>th</sup> MAY, 2016, AT 5.00 P. M. AT THE REGISTERED OFFICE OF THE COMPANY AT DOMAINE, DOOR NO.1/20A, RAJIV GANDHI SALAI (OMR), KARAPAKKAM, CHENNAI 600 097.**

PRESENT

Mr.R.G.Chandramogan :Chairman and Managing Director

Mr. S.Narayan :Company Secretary

Mr. S. Dhanapal - Scrutinizer

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice along with explanatory statement dated 16th March, 2016 was sent to the Members of the Company for passing of the below mentioned special resolution by Postal Ballot. The voting rights were reckoned on the paid up value of shares registered in the name of the shareholders as on 24th March, 2016. Newspaper advertisement informing the date of completion of dispatch (of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form) was published, both in English and Tamil, on 5<sup>th</sup> April, 2016.

The Board of Directors at their meeting held on 16<sup>th</sup> March, 2016, had appointed Mr. S.Dhanapal, Senior Partner of S.Dhanapal & Associates., Practicing Company Secretaries, as the Scrutinizer to receive and scrutinize the filled in forms from the Members and for conducting the postal ballot process in a fair and transparent manner. The Company had provided the facility of e-voting through National Securities Depository Limited and also ballot voting facility to the shareholders to enable them to cast their votes on the resolutions proposed in the said Notice. The e-voting commenced on 5th April, 2016 and ended on 4<sup>th</sup> May, 2016. The last date for accepting ballot votes from the shareholders was 4<sup>th</sup> May, 2016.

For HATSUN AGRO PRODUCT LTD.

  
Company Secretary

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The Company Secretary informed that Mr. S.Dhanapal, Scrutinizer, had carried out the scrutiny of all votes cast through electronic mode and the postal ballot forms received upto the close of working hours (5.00 p.m.) on 4<sup>th</sup> May, 2016. Accordingly, the Scrutinizer has submitted his report to the Company Secretary.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of voting by Postal Ballot as under:

Total number of Ballots received : 372

Total Valid Ballots : 292

## Resolution No. 1 – (Special Resolution)

Promoter/ Public	No. of shares held# (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
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\* Under this column, the valid votes polled are mentioned. \*\* Includes Body Corporates

The number of votes polled in favour of the Special Resolution is 99.996 (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

The Chairman, after announcing the results, directed that the resolution be recorded in the Minutes Book recording the proceedings of General Meetings of the Members and authorized the Company Secretary to announce the postal ballot results to all the concerned authorities and to upload the same on concerned web-sites.

For HATSUN AGRO PRODUCT LTD.

  
Company Secretary

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The Special Resolution duly approved by the Member is as under:-

**ITEM NO. 1 – ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of 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 consent of the Company be and is hereby given for inserting the following new clauses (III)(A)(13) and (III)(A)(14) in Main Objects Clause of the Memorandum of Association of the Company after existing clause (III) (A) (12):

**(III) (A) 13 “To carry on in India or elsewhere the business to manufacture, buy, sell, resell, import, export, barter, distribute or otherwise to deal in all kinds of manures including organic manures, fertilisers and chemicals and the byproducts, derivatives, compounds, residues, waste whether in straight, complex or mixed form or in any other form..”**

**(III) (A) 14 “To manufacture, process, buy, import, export and sell all kinds of packing materials made out of plastic or any other material.”**

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate powers to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to do all acts, deeds and things necessary or desirable in connection with or incidental to giving effect of 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.”

Date: 06.05.2016  
Place: CHENNAI  
Date of entry in Minutes Book :- 6<sup>th</sup> May 2016  
Date of signing : 6<sup>th</sup> May 2016

Sd/-  
CHAIRMAN

**// CERTIFIED TRUE COPY //**

**For Hatsun Agro Product Ltd**



**S.Narayan**  
Company Secretary

**AROKYA**

**HATSUN**

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