

Partners

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S Dhanapal & Associates

Practising Company Secretaries

Branch Offices

Virugambakkam

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Virugambakkam (Near Avichi School)
Chennai - 600 092. Mobile : 96771 61824

Thiruvanmiyur

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Report of Scrutinizer

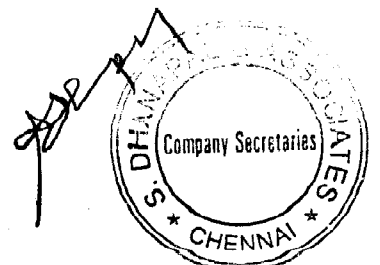
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Twenty Ninth Annual General Meeting of the Equity Shareholders
M/s. Hatsun Agro Product Limited
Chennai

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 voting by electronic means taken on the below mentioned resolutions, in connection with the 29th Annual General meeting of the Equity Shareholders of M/s. Hatsun Agro Product Limited, to be held on Thursday, 31st day of July 2014 at P. Obul Reddy Hall, Sri Thyaga Brahma Gana Sabha, Vani Mahal, G.N. Chetty Road, T.Nagar, Chennai 600 017, submit our report as under:

1. The e-voting commenced on 25th July, 2014 (9.30 A.M. IST) and ended on 27th July, 2014 (6.00 P.M. IST). After the time fixed for closing of the voting by electronic means, the e-voting portal was closed forthwith.
2. The locked portal was subsequently unblocked in my presence and presence of two other witnesses not in employment of the company within three working days of conclusion of e-voting period and the votes cast electronically were diligently scrutinized. The e-voting records were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
3. A register has been maintained by us electronically to record the assent or dissent received mentioning the particulars of name, address, folio number/



client ID of the shareholders, number of shares held by them, nominal value of such shares, which shall remain in our safe custody, till the chairman considers, approves and signs the minutes of the above Annual General Meeting and thereafter shall be delivered by us to the company.

4. The result of the voting by electronic means is as under:

(a) Resolution No. 1 - Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2014 (Ordinary Business)

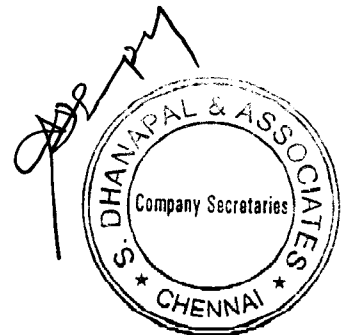
	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%
% of total valid votes cast against the resolution: Nil

(b) Resolution No. 2 - Ratification and confirmation of payment of Interim Dividends (Ordinary Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%
% of total valid votes cast against the resolution: Nil



(c) Resolution No. 3 - Appointment of a director in place of Shri. K.S. Thanarajan, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%
% of total valid votes cast against the resolution: Nil

(d) Resolution No. 4 - Appointment of M/s. S.R. Batliboi & Associates, LLP, Chartered Accountants, as the auditors of the Company (Ordinary Business)

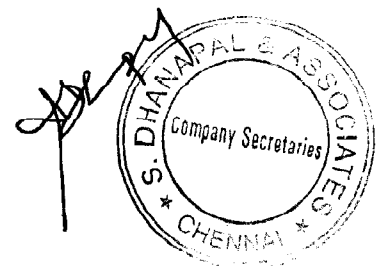
	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%
% of total valid votes cast against the resolution: Nil

(e) Resolution No. 5 - Appointment of Shri. Balasubramanian Thenamuthan as an Independent Director (Special Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%
% of total valid votes cast against the resolution: Nil



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Practising Company Secretaries

(f) Resolution No. 6 - Appointment of Shri. P. Vaidyanathan as an Independent Director (Special Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82358318	22
Votes Cast against	7996	1

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

(g) Resolution No. 7 - Appointment of Shri. N. Chandrasekaran as an Independent Director (Special Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%

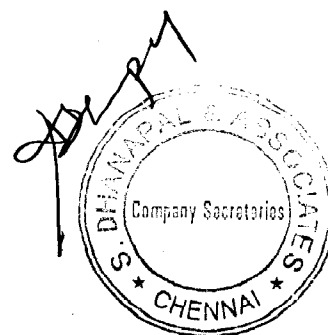
% of total valid votes cast against the resolution: Nil

(h) Resolution No. 8 - Retirement of a Director - Shri S.Thiagarajan (Special Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%

% of total valid votes cast against the resolution: Nil



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(i) Resolution No. 9 - Approval for fixation of remuneration of Cost Auditors (Special Business)

	No. of Shares	No. of Members
Total Votes Cast	82366314	23
Less: Invalid votes	0	0
Net Valid votes cast	82366314	23
Votes cast in favour	82366314	23
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%
% of total valid votes cast against the resolution: Nil

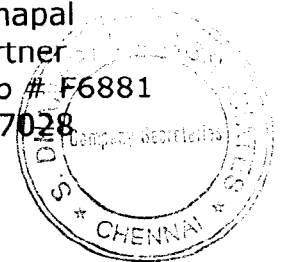
Thanking you,

Place: Chennai
 Dated: 28.07.2014

Yours faithfully,

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

[Signature]
 S. Dhanapal
 Sr. Partner
 Membership # F6881
 CP. # 7028



CARING CORPORATE COMPLIANCE

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