

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 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To

The Chairman

Twenty Ninth Annual General Meeting

M/s. Hatsun Agro Product Limited

Held on 31st July 2014 at P. Obul Reddy Hall, Sri Thyaga Brahma Gana Sabha,
Vani Mahal, G.N. Chetty Road, T.Nagar, Chennai 600 017

Dear Sir,

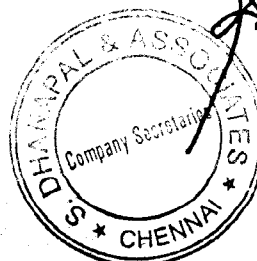
I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 29th Annual General meeting of the Equity Shareholders of M/s. Hatsun Agro Product Limited, held on Thursday, 31st 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. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not find any poll papers invalid.

4. The result of the poll is as under:



S Dhanapal & Associates

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(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)

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	522977	100

(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	6

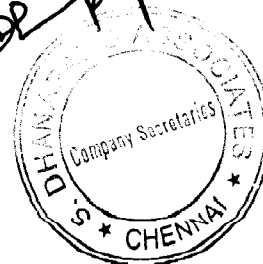
(b) Resolution No. 2 - Ratification and confirmation of payment of Interim Dividends (Ordinary Business)

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	522971	100

(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	12	0.00



(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

(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)

(i) Voted in **favour of** the resolution:

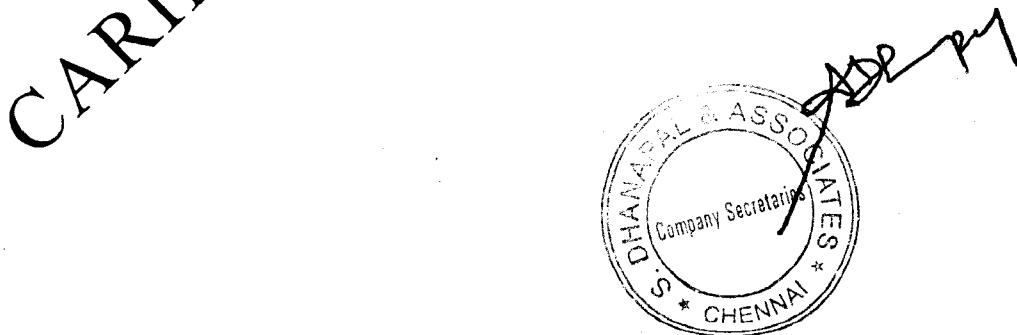
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	522540	99.92

(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	443	0.08

(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA



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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	522540	99.92

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	443	9.08

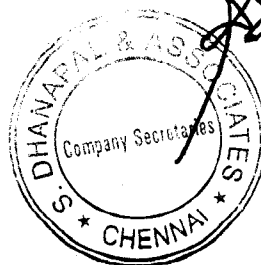
(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	522983	100



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(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

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

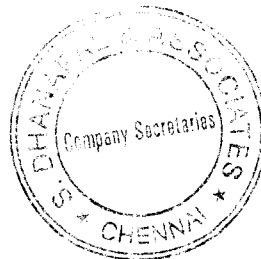
(i) Voted in **favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	22540	99.92

(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	443	0.08

CARING CORPORATE



[Handwritten Signature]

S Dhanapal & Associates

Practising Company Secretaries

(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

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

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	522540	99.92

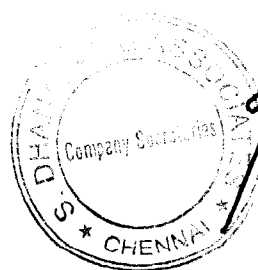
(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	443	0.08

(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

CARING CORPORATE COMPLIANCE



S Dhanapal & Associates

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

(i) Voted in **favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	522540	99.92

(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	443	0.08

(iii) **Invalid** votes:

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

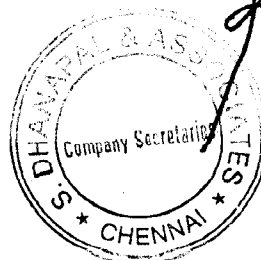
(i) Resolution No. 9 - Approval for fixation of remuneration of Cost Auditors (Special Business)

(i) Voted in **favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	522528	99.92

(ii) Voted **against the** resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	455	0.08



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(iii) **Invalid votes:**

Number of members present and voting whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
Nil	NA

5. List of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

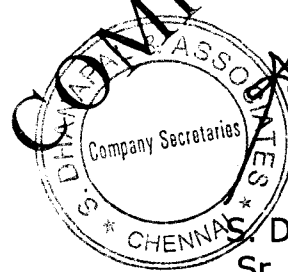
Thanking you,

Place: Chennai

Dated: 31.07.2014

Yours faithfully,

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



S. Dhanapal
Sr. Partner
Membership # F6881
CP. # 7028

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