

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty Eighth Annual General Meeting ('AGM') of Hatsun Agro Product Limited will be held on Tuesday, the 05th September, 2023 at 10.45 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.

2. To ratify and confirm the payment of interim dividend made on the fully paid up Equity Shares of the Company for the financial year 2022-23.

3. To appoint a Director in the place of Mr. P. Vaidyanathan (DIN 00029503) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in the place of Mr. K.S. Thanarajan (DIN 00012285) who retires by rotation and being eligible, offers himself for re-appointment.

All the Executive Directors and Non-Executive Non-Independent Directors are liable to retire by rotation. Applying this principle, Mr. P. Vaidyanathan - Non-Executive Non-Independent Director and Mr. K.S. Thanarajan, Non-Executive Non-Independent Director, being the longest serving members are liable to retire by rotation and being eligible, offer themselves for re-appointment.

In this regard, the following Resolutions are placed before the Shareholders for approval:

i) To Consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, of The Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. P. Vaidyanathan (DIN 00029503) as a Director liable to retire by rotation".

ii) To Consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. K.S. Thanarajan (DIN 00012285) as a Director liable to retire by rotation".

SPECIAL BUSINESS:

5. RATIFICATION OF REMUNERATION OF COST AUDITORS:

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of The Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ramachandran & Associates, Cost Accountants (Firm Registration No. 000799) appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be paid a remuneration amounting to INR 1,30,000/- per annum (Rupees One Lakh Thirty Thousand Only) excluding applicable taxes and out of pocket expenses, if any, pursuant to the recommendation of the Audit Committee and as approved by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. CONTINUATION OF OFFICE OF NON-EXECUTIVE NON-INDEPENDENT DIRECTOR IN THE CAPACITY OF CHAIRMAN BY MR. R.G. CHANDRAMOGAN (DIN: 00012389).

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of The Companies Act, 2013 and the applicable Rule(s)/

Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for the continuation of Office of Directorship as Non-Executive Non-Independent Director by Mr. R.G. Chandramogan (DIN 00012389) in the Capacity of Chairman from the day he attains the age of 75 years i.e., March 01, 2024.

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Mr. G. Somasundaram, Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

7. CONTINUATION OF OFFICE OF NON-EXECUTIVE NON-INDEPENDENT DIRECTOR BY MR. K.S THANARAJAN (DIN: 00012285).

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of The Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for the continuation of Directorship of Mr. K.S. Thanarajan (DIN 00012285), as a Non-Executive Non-Independent Director of the Company from the day he attains the age of 75 years i.e., March 20, 2024.

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Mr. G. Somasundaram, Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution".

By order of the Board
For HATSUN AGRO PRODUCT LIMITED

Sd/-
G. Somasundaram
Company Secretary

Place: Chennai
Date: 19th July, 2023

Registered Office:
No. 41(49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam,
Chennai - 600106, Tamil Nadu, India
CIN: L15499TN1986PLC012747

Corporate Office:
Plot No 14, TNHB,
TN Housing Board 'A' Road,
Sholinganallur, Chennai - 600 119.

NOTES:

1 (a). Additional information pursuant to the Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Special Business to be transacted at this AGM are mentioned in this Notice. In respect of Special Business, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), is attached with this Notice.

1 (b). Circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and the latest being 10/2022 dated December 28, 2022 have permitted the holding of Annual General Meeting of the Company through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue. Hence, in compliance with the said Circulars, provisions of The Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Annual General Meeting of the Company will be held through Video Conferencing facility on Tuesday, the 05th September, 2023 at 10.45 a.m.

2. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of Proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 Minutes after the scheduled time of commencement of Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

4(a). Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4(b) The complete Annual Report including the Notice of the AGM for the FY 2022-23 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participants ('DPs') unless any Member has requested for a physical copy of the same.

The Company shall send a physical copy of the Annual Report to those Members who request the same at secretarial@hap.in mentioning their correct Folio No. / DP ID and Client ID. The Notice convening the 38th AGM has been uploaded on the website of the Company at <https://www.hap.in/annual-report.php> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 04th September, 2023 to 05th September, 2023 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2022-23.

6. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India of persons seeking appointment/re-appointment as Directors are provided in the annexure attached to this notice.

7. Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all the risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or Integrated Registry Management Services Pvt.Ltd., (IRMSPL), for assistance in this regard.

8. Members may visit Company's website: www.hap.in and contact us at our e-mail: secretarial@hap.in

9. In compliance with Section 108 of The Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through remote e-voting facility arranged by National Securities Depository Limited for all the items of business as set out in the notice of AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions.

The remote e-voting period begins on Saturday, the 02nd September, 2023 at 9:00 A.M. and ends on Monday, the 04th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Tuesday, 29th August, 2023, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

10. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, the 29th August, 2023.

11. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

12. 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 shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

13. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to evoting@nsdl.co.in/evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Help Desk no. 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 29th August, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

14. Mr. N. Ramanathan, Designated Partner, S Dhanapal & Associates LLP, Practicing Company Secretaries (Membership No. F6665) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

15. The Scrutiniser shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2(Two) days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of voting forthwith. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.hap.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorised by him in writing. Simultaneously, the results shall also be forwarded to BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai. The Company is concerned about the environment and utilises the natural resources in a sustainable way. We request you to update your email address with your Depository Participant or RTA to enable us send Annual Report, Notices and all other communications via e-mail.

16. Members who are holding shares in more than one folio are requested to intimate the Registrar and Share Transfer Agent (IRMSPL), the details of all folio numbers for consolidation in to a single folio.

17. Pursuant to the changes made in the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates applicable to various categories, the members are requested to refer to the Finance Act, 2020 and amendments made thereof. The members are requested to update their PAN with the Registrar and Transfer Agents (in the case of shares held in physical mode) and depository participants (in the case of shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 23-24 does not exceed ₹5000/-. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank account of Members. Members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code), in respect of shares held in a dematerialised form with their respective Depository Participants and in respect of shares held in physical form with IRMSPL.

18. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their

nomination in the prescribed form duly filled-in to RTA (IRMSPL). Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

19. Members desiring any information as regards the financial statements are requested to write an email to the Company to its e-mail id secretarial@hap.in at least seven days before the date of the meeting (AGM).

20. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion of/change in such bank account details.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in a physical form can submit their PAN to the Company or IRMSPL.

22. Members are requested to check whether they have encashed their Dividend Warrants for the earlier years. If the Dividend Warrants have become time-barred/lost, please apply for revalidation/issue of fresh dividend warrant before the last dates indicated below:

DIVIDEND FOR THE YEAR	RATE OF DIVIDEND	DATE OF DECLARATION	DATE ON WHICH UNPAID AMOUNT TO BE TRANSFERRED TO IE&PF	SHAREHOLDERS SHOULD APPLY LATEST BY
2016-17	100 %	06/08/2016	12/10/2023	12/09/2023
2016-17	300 %	27/04/2017	03/07/2024	03/06/2024
2017-18	100 %	13/07/2017	18/09/2024	19/08/2024
2017-18	300 %	21/05/2018	27/07/2025	27/06/2025
2018-19	200 %	24/01/2019	01/04/2026	02/03/2026
2018-19	200 %	02/05/2019	08/07/2026	08/06/2026
2019-20	200 %	18/07/2019	23/09/2026	24/08/2026
2019-20	200 %	09/03/2020	15/05/2027	15/04/2027
2020-21	800 %	21/07/2020	26/09/2027	27/08/2027
2021-22	600 %	14/07/2021	19/09/2028	20/08/2028
2022-23	600 %	19/07/2022	24/09/2029	25/08/2029

During the year 2022-23, a Dividend amount of ₹23,24,646 {(₹7,70,652 - declared on 28.05.2015, ₹9,08,330 - declared on 15.07.2015 and ₹6,45,664 declared on 20.10.2015) which remained unclaimed for a period of 7 consecutive years}} being unclaimed dividend pertaining to the financial year 2015-16 (Interim dividend) was transferred to Investor Education & Protection Fund (IE&PF).

23. In terms of the provisions of The Companies Act, 2013, all the dividend amounts, which remain unclaimed and unpaid for a period of seven years, will be transferred to the Investor Education & Protection Fund (IE&PF). Apart from the transfer of unpaid dividend amount remaining unclaimed for a period of seven years, pursuant to the notification issued by the Ministry of Corporate Affairs on 28th February 2017 amending the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares belonging to those shareholders who have not encashed any dividend warrants during the last seven or more years shall also be transferred to the DEMAT account of the IE&PF authority within a period of thirty days of such shares becoming due to be transferred to the Fund. The details of shareholders who have not encashed their dividend warrants are available on the Company's website www.hap.in.

24. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their respective DPs in case the shares are held by them in electronic form and to RTA-Integrated Registry Management Services Private Ltd., No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bengaluru - 560 003 (Tel no. 080-23460815/6/7) in case the shares are held by them in physical form.

26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.

27. Shareholders may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@hap.in on or before 28th August, 2023. Replies to the same will be given by the company suitably.

28. Freezing of Folios without valid PAN, KYC details, Nomination:

Pursuant to the Securities and Exchange Board of India (SEBI) Circulars SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/ HO /MIRSD/MIRSD_RTAMB/P/CIR/ 2021/687 dated 14th December, 2021, it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with the Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Integrated Registry Management Services Private Limited at gopi@integratedindia.in/at the address viz., Integrated Registry Management Services Private Limited - Unit: Hatsun Agro Product Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. The forms for updating the same are available at <https://www.hap.in/investorcorner/importantannouncementtotheshareholder>. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The form can be downloaded from the Company's website at <https://www.hap.in>. Members are requested to submit these details to their respective DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

29. Issuance of Securities in dematerialised form in case of Investor Service Requests

We draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022. As per the above said Notification, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal/Exchange of securities certificate; 4) Endorsement; 5) Sub-division /Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in a dematerialised form.

For processing any of the aforesaid service requests, the securities holder/claimant shall submit duly filled in Form ISR-4.

We hereby request the holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrar & Transfer Agents i.e., Integrated Registry Management Services Private Limited:

S.No	Particulars	Please furnish details in
1.	PAN	Form No: ISR-1
2.	Address with PIN Code	
3.	Email address	
4.	Mobile number	
5.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6.	Demat Account Number	
7.	Specimen Signature	Form No: ISR-2
8.	Nomination details	Form No: SH-13
9.	Declaration to opt out nomination	Form No: ISR-3
10.	Cancellation or Variation of Nomination	Form No: SH-14
11.	Request for issue of Securities in dematerialised form in case of below: i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal/Exchange of securities certificate iv. Endorsement v. Sub-division/Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition	Form No: ISR-4

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member does not wish to file nomination, a 'declaration to Opt-out' in Form ISR-3 shall be submitted. In case of major mismatch in the signature of the member(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along with the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: www.hap.in.

The Company has already dispatched a separate communication providing information to the holders of physical securities as above with the status of their respective KYC in the record of Company/RTA in the month of May 2023.

30. Mode of submission of form(s) and documents :

a. Submitting Hard Copy through Post/Courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

Integrated Registry Management Services Private Limited,
Unit: Hatsun Agro Product Limited
30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram,
Bangalore - 560 003.

b. Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan/soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to alpha123information@gmail.com or upload KYC documents with e-sign on RTA's website at the link: <https://integratedindia.in>.

c. Submitting Hard Copy at the office of the RTA

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s)/claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

Mandatory Self-attestation of the documents: Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

E-sign

E-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empaneled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology <https://cca.gov.in/> for the purpose of obtaining an E-sign.

31. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

**By order of the Board
For HATSUN AGRO PRODUCT LIMITED**

Sd/-
G. Somasundaram
Company Secretary

Place: Chennai
Date: 19th July, 2023

Registered Office:
No. 41(49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam,
Chennai - 600 106, Tamil Nadu, India
CIN: L15499TN1986PLC012747.

Corporate Office:
Plot No 14, TNHB,
TN Housing Board 'A' Road,
Sholinganallur, Chennai - 600 119.

THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 02nd September, 2023 at 9:00 A.M. and ends on Monday, 04th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Tuesday, 29th August, 2023, may cast their vote/s electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29th August, 2023.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User Id and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p> <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>1.Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2.After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Help Desk No.: 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

A) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Share-holder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in/evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Help Desk no.: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@hap.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@hap.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/member may send a request to evoting@nsdl.co.in/evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS TO MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting
2. Only those Members/shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS TO MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable

Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@hap.in. The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at secretarial@hap.in from 28th August, 2023 (09.00 a.m IST) to 31st August, 2023 (05.00 p.m IST). Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of The Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of The Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, 05th September, 2023. Members seeking to inspect such documents can send an email to secretarial@hap.in.

**By order of the Board
For HATSUN AGRO PRODUCT LIMITED**

Sd/-
G. Somasundaram
Company Secretary

Place: Chennai
Date: 19th July, 2023

Registered Office:
No. 41(49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam,
Chennai - 600 106, Tamil Nadu, India
CIN: L15499TN1986PLC012747

Corporate Office:
Plot No 14, TNHB,
TN Housing Board 'A' Road,
Sholinganallur, Chennai - 600 119.

Additional information pursuant to the Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of The Companies Act, 2013:

Item Nos.3, 4, 6 & 7

PROFILE OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED			
The brief resume of each of the Directors who are proposed to be appointed/re-appointed is given below:			
Name of the Director	Mr. R.G. Chandramogan	Mr. K.S. Thanarajan	Mr. P. Vaidyanathan
Director Identification Number (DIN)	00012389	00012285	00029503
Date of Birth and Age	01st March, 1949 and 74 years	20th March, 1949 and 74 years	29th October, 1947 and 75 Years
Date of Appointment at current designation / Date of first appointment on the Board	19th October, 2020 / 04th March, 1986.	19th October, 2020 / 18th January, 2017.	1st April, 2019 / 29th March, 1999.
Profile/Qualifications & Experience	Mr. R.G. Chandramogan has been in the dairy business for more than five decades. In February 2018, the Indian Dairy Association awarded patronship to R.G. Chandramogan in recognition of the valuable services rendered by him in furthering the cause of the Indian Dairy Association and the dairy industry, through planning and development.	Mr. K.S. Thanarajan holds a master's degree in economics from the University of Madras.	Mr. P. Vaidyanathan, is a fellow member of the Institute of Chartered Accountants of India and associate member of the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India.
Expertise in specific functional area	Deep functional experience in dairy industry	He has been in the dairy business for more than 20 years and brings with him a deep functional experience of the dairy industry.	He has over three decades of experience in the finance functions and has expertise in the field of corporate finance.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	He was appointed as a Non-Executive Non-Independent Director liable to retire by rotation and was not entitled to any remuneration.	He was appointed as Non-Executive Non-Independent Director liable to retire by rotation He is entitled to a sitting fee of Rs.50,000/- per meeting of the Board and Rs. 10,000/- for every meeting of the Committee of the Board in which he is a member.	He was appointed as a Non-Executive Non-Independent Director liable to retire by rotation. He is entitled to a Sitting Fee of Rs.50,000 per meeting of the Board and Rs. 10,000 for every meeting of the Committee in which he is a Member.
Directorship in other Companies & Membership/Chairmanship of Committees of other Boards	Director in Indian Ice Cream Manufacturers Association	None	1. Economist Communications Limited 2. Suja Shoei Industries Private Limited 3. Integrated Investment Management Services Private Limited 4. Integrated Fintech Education Foundation
Listed entities from which the Director has resigned in the past three years	None	None	Resigned from Polyspin Exports Limited as a Non-Executive Non-Independent Director

PROFILE OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED			
The brief resume of each of the Directors who are proposed to be appointed/re-appointed is given below:			
Name of the Director	Mr. R.G. Chandramogan	Mr. K.S. Thanarajan	Mr. P. Vaidyanathan
Shareholding in the Company	12,21,09,798 equity shares	6,68,179 equity shares	Nil
Relationship with Other Directors, Managers and other Key Managerial Personnel of the company	Mr. C. Sathyan, Managing Director of the Company is the Son of Mr. R.G. Chandramogan	Not applicable	Not applicable
The number of Meetings of the Board attended during the year	8 (Eight)	8 (Eight)	6 (Six)

Item No.5**Ratification of Remuneration to Cost Auditors**

The Board, on the recommendation of the Audit Committee, has approved at their meeting held on 09th May, 2023, the appointment of M/s. Ramachandran & Associates, Cost Accountants (Firm Registration No. 000799) as the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2024 at a remuneration of INR 1,30,000/- per annum (Rupees One Lakh Thirty Thousand per annum only) excluding applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of this notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

None of the Promoters, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, is in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.5 of this Notice.

The Board recommends the resolution set forth in Item No.5 for the approval of members.

Item No.6: Continuation of Office of Non-Executive Non-Independent Director in the capacity of Chairman by Mr. R.G. Chandramogan (DIN 00012389).

Mr. R.G. Chandramogan (DIN 00012389) was appointed as a Non-Executive Non-Independent Director of the Company and re-designated as the Chairman of the Company by the Board upon his relinquishment of the position of Managing Director at the Meeting of the Board held on 19th October, 2020. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years. Mr. R.G. Chandramogan will attain the age of 75 years on March 01, 2024 and approval of the Members will be required for continuation of his directorship from the day he attains the age of 75 years. Mr. R.G. Chandramogan has been/is in the business of dairy for more than five decades and has served on the Board of the Company from the time of its inception. In recognition of the valuable services rendered by him to the Dairy Industry, Mr. R.G. Chandramogan was awarded the Patronship by the Indian Dairy Association. Considering the vast knowledge, acumen, expertise and performance of Mr. R.G. Chandramogan and the significant contributions made by him not only for the growth of the Company but also the Dairy Industry, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the opinion of the Board Mr. R.G. Chandramogan fulfills all the criteria to continue to hold the position of Director and Chairmanship beyond the age of 75 years. On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mr. R.G. Chandramogan, the Board of the Directors at their Meeting held on Wednesday, the 19th July, 2023 have approved the continuation of directorship of Mr. R.G. Chandramogan (DIN:00012389) as a Non-Executive Non-Independent Director, in the capacity of Chairman of the Company from the day he attains the age of 75 years i.e., March 01, 2024. A copy of the letter for appointment of Mr. R.G. Chandramogan as a Non-Executive Non- Independent Director in the capacity of Chairman would be available for inspection without any fees by the

members of the Company at the Registered office of the Company and also on the website at www.hap.in. The Company has received the following documents from Mr. R.G. Chandramogan:(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority; Save and except Mr. R.G. Chandramogan, Mr. C. Sathyan, Managing Director who is his son and his relatives, to the extent of their shareholding interest, in the Company, none of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 6 of the Notice. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of Members.

Item no.7: Continuation of Office of Non-Executive Non-Independent Director by Mr. K.S. Thanarajan (DIN 00012285).

Mr. K.S. Thanarajan (DIN 00012285) was appointed as a Non-Executive Non-Independent Director of the Company by the Board on 18th January, 2017. He held the position of Chairman for a brief period of one year and relinquished the position of Chairmanship and continued to be the Non-Executive Non-Independent Director at the Meeting of the Board held on 19.10.2020. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years. Mr. K.S. Thanarajan will attain the age of 75 years on March 20, 2024 and approval of the Members will be required for continuation of his directorship from the day he attains the age of 75 years. Mr. K.S. Thanarajan has been in the business of dairy for more than 20 years and has served as an employee of the Company and on the Board as a Director. Considering the deep functional expertise in the Dairy Industry, knowledge and performance of Mr. K.S. Thanarajan and the contributions made by him, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the

opinion of the Board Mr. K.S. Thanarajan fulfills all the criteria to continue to hold the position of Director

beyond the age of 75 years. On the recommendation of Nomination & Remuneration Committee and based on the experience, knowledge, expertise and report of performance evaluation of Mr. K.S. Thanarajan, the Board of the Directors at their Meeting held on Wednesday, the 19th July, 2023 have approved the continuation of directorship of Mr. K.S. Thanarajan (DIN 00012285) as a Non-Executive Non-Independent Director of the Company from the day he attains the age of 75 years i.e., March 20, 2024. A copy of the letter for appointment of Mr. K.S. Thanarajan (DIN 00012285) as a Non-Executive Non-Independent Director would be available for inspection without any fees by the members of the Company at the Registered office of the Company and also on the website at www.hap.in. The Company has received the following documents from Mr. K .S Thanarajan :(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority;

Save and except Mr. K.S. Thanarajan and his relatives, to the extent of their shareholding interest, in the Company, none of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 7 of the Notice. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of Members.

**By order of the Board
For HATSUN AGRO PRODUCT LIMITED**

Sd/-
G. Somasundaram
Company Secretary

Place: Chennai
Date: 19th July, 2023