

Partners

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S Dhanapal & Associates

Practising Company Secretaries

Branch Offices

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Report of Scrutinizer

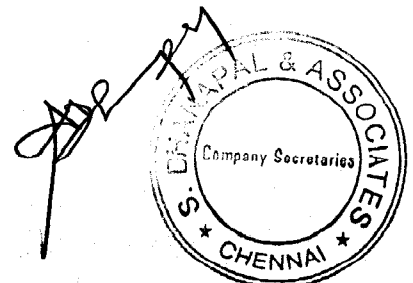
[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
M/s. Hatsun Agro Product Limited
Domaine, Door No. 1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam,
Chennai - 600 097

Dear Sir,

I, S. Dhanapal, Sr. Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the postal ballot for passing of resolutions as set out in the notice of postal ballot dated 07th May 2014 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:

- 1.1 The Company has completed on 19.05.2014 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 09.05.2014.
- 1.2 The shareholders of the Company had options to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).
- 1.3 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.



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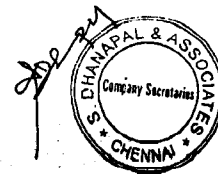
- 1.4 The postal ballot forms were handed over to me on close of working hours of 18.06.2014 for my scrutiny.
- 1.5 With the support of the Registrar and Transfer Agent, the Postal Ballot Forms were scrutinized and signatures of Members, who had cast their votes were verified as also the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 09.05.2014 maintained by them.
- 1.6 All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 18.06.2014 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 7th May, 2014.
- 1.7 Envelopes containing Postal Ballot Forms received after the close of working hours of 18.06.2014 were not considered for my scrutiny.
- 1.8 It was informed by the Company that the envelopes containing Postal Ballot Forms undelivered by the postal authorities aggregated to 411 numbers and are kept separately by the Company.
- 1.9 There appears no defaced or mutilated Postal Ballot Forms.
- 1.10 One member had cast her vote both on e-voting and through physical postal ballot form. In terms of point no. 5 of the Notes to the notice of the postal ballot dated 07.05.2014, the vote cast through physical postal ballot form has been taken for the purpose of the result of voting and vote cast electronically has been treated as invalid.
2. A summary of the votes cast electronically and physical Postal Ballot Forms received, is given below:

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	82890165	1557712	84447877	62	225	287
Less: Invalid votes	1	23368	23369	1	19	20
Net Valid votes cast	82890164	1534344	84424508	61	206	267
Votes cast in favour	82888524	1529254	84417778	57	202	259
Votes Cast against	1640	5090	6730	4	4	8

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

% of total votes cast against the resolution: 0.01%



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(b) Resolution No. 2 – Amendment of Incidental or Ancillary Objects Clause of the 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	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	24868	24871	1	20	21
Net Valid votes cast	82890164	1532844	84423008	61	205	266
Votes cast in favour	82887299	1529104	84416403	56	200	256
Votes Cast against	2865	3740	6605	5	5	10

% of total votes cast in favour of the resolution: 99.99%
 % of total votes cast against the resolution: 0.01%

(c) Resolution No. 3 - Deletion of Other Objects Clause of the Memorandum of Association of the Company

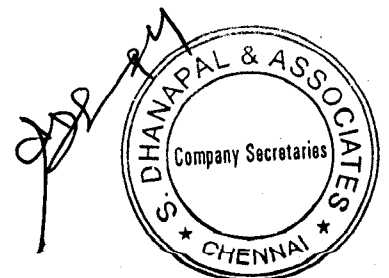
	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	23368	23371	1	19	20
Net Valid votes cast	82890164	1534344	84424508	61	206	267
Votes cast in favour	82888487	1529104	84417591	56	200	256
Votes Cast against	1677	5240	6917	5	6	11

% of total votes cast in favour of the resolution: 99.99%
 % of total votes cast against the resolution: 0.01%

(d) Resolution No. 4 – Amendment of the Liability Clause of the 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	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	25668	25671	1	21	22
Net Valid votes cast	82890164	1532044	84422208	61	204	265
Votes cast in favour	82888437	1528229	84416666	55	198	253
Votes Cast against	1727	3815	5542	6	6	12

% of total votes cast in favour of the resolution: 99.99%
 % of total votes cast against the resolution: 0.01%



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(e) Resolution No. 5 – Amendment of the Capital Clause of the 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	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	24868	24871	1	20	21
Net Valid votes cast	82890164	1532844	84423008	61	205	266
Votes cast in favour	82887298	1529004	84416302	55	201	256
Votes Cast against	2866	3840	6706	6	4	10

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

% of total votes cast against the resolution: 0.01%

(f) Resolution No. 6 - Adoption of new set of Articles 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	82890162	1557712	84447874	61	225	286
Less: Invalid votes	3	21868	21871	1	18	19
Net Valid votes cast	82890159	1535844	84426003	60	207	267
Votes cast in favour	82888619	1531304	84419923	57	201	258
Votes Cast against	1540	4540	6080	3	6	9

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

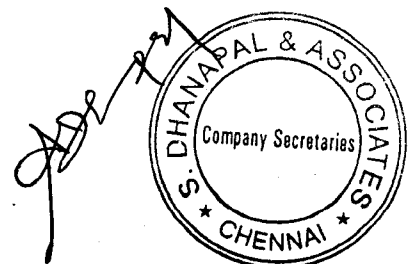
% of total votes cast against the resolution: 0.01%

(g) Resolution No. 7 - Re-appointment of the Managing Director Shri. R.G.Chandramogan as Managing Director of the Company for a further period of 5 years, with effect from 1st April, 2014

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	82889932	1557712	84447644	60	225	285
Less: Invalid votes	3	23368	23371	1	19	20
Net Valid votes cast	82889929	1534344	84424273	59	206	265
Votes cast in favour	82888408	1529479	84417887	56	198	254
Votes Cast against	1521	4865	6386	3	8	11

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

% of total votes cast against the resolution: 0.01%



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h) Resolution No. 8 - Re-appointment of the Joint Managing Director Shri. K.S.Thanarajan as Joint Managing Director of the Company a further period of 5 years, with effect from 1st March, 2014

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	24168	24171	1	20	21
Net Valid votes	82890164	1533544	84423708	61	205	266
Votes cast in favour	82888643	1529036	84417679	58	195	253
Votes Cast against	1521	4508	6029	3	10	13

% of total votes cast in favour of the resolution: 99.99%
% of total votes cast against the resolution: 0.01%

(i) Resolution No. 9 - Borrowing Powers of the Company

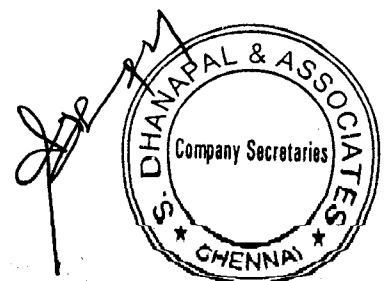
	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	24868	24871	1	20	21
Net Valid votes cast	82890164	1532844	84423008	61	205	266
Votes cast in favour	82888638	1530453	84419091	56	198	254
Votes Cast against	1526	2391	3917	5	7	12

% of total votes cast in favour of the resolution: 99.99%
% of total votes cast against the resolution: 0.01%

(j) Resolution No. 10 – Mortgaging/Charging of the Properties 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	82890167	1557712	84447879	62	225	287
Less: Invalid votes	3	24868	24871	1	20	21
Net Valid votes	82890164	1532844	84423008	61	205	266
Votes cast in	82887366	1529553	84416919	53	196	249
Votes Cast	2798	3291	6089	8	9	17

% of total votes cast in favour of the resolution: 99.99%
% of total votes cast against the resolution: 0.01%



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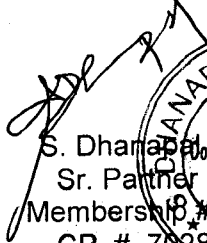
3. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all the documents relating to postal Ballot and e-Voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.
4. In view of the above voting results, all the resolutions as contained in the said notice have received requisite majority, therefore the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

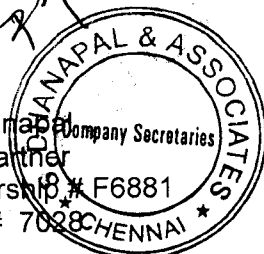
Thanking you,

Place: Chennai
Dated: 20.06.2014

Yours faithfully,

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


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



CARING CORPORATE CO.