



Hatsun Agro Product Ltd.
Registered Office:
Domaine, Door No: 1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam, Chennai - 97. India.
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CIN: L15499TN1986PLC012747

HAPL\SEC\712\2019-20

31st August 2019

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051.

**Stock Code: BSE: 531531,
NSE: HATSUN**

Dear Sir/Madam,

Sub: Intimation of Outcome of Results of the 34th Annual General Meeting (AGM) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

Mr. N Ramanathan, Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid AGM has submitted his report dated 31st August 2019 addressed to the Chairman of the Company. In accordance with the said report, the results were declared by Mr. G. Somasundaram, Company Secretary of the Company, at the registered office of the Company today, i.e., 31st August 2019.

We are pleased to inform you that the Ordinary and Special Resolutions as required, relating to the below mentioned AGM Agenda items, have been passed by the shareholders of the Company with requisite majority.

- 1.To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, 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 two interim dividends made on the fully paid up and partly paid up Equity Shares of the Company for the financial year 2018-19.
- 3.To appoint a Director in place of Shri. C. Sathyan (DIN 00012439) who retires by rotation and being eligible, offers himself for re-appointment.
- 4.To appoint a Director in place of Shri. K.S. Thanarajan (DIN 00012285) who retires by rotation and being eligible, offers himself for re-appointment
5. Payment of Remuneration to Shri. K.S. Thanarajan, Non-Executive Director:
- 6.Appointment of Shri. D. Sathyanarayan as Non-Executive Non-Independent Director
7. Payment of Remuneration to Shri. D. Sathyanarayan, Non-Executive Director



Further, the disclosure of business transacted by the Company pertaining to the voting results of 34th AGM pursuant to Regulation 44 of the SEBI(LODR) are furnished below :-

Date of Declaration of results of Postal Ballot: 31st August 2019

Total number of shareholders as on 23rd August 2019 (cut-off date for reckoning the voting rights of shareholders): 13930

Resolution No. 1 – Adoption of Financial Statements of the Company for the year ended 31st March 2019, including the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and Cash Flow Statement for the Year ended on that date and reports of the Board of Directors and the Auditors thereon.

Resolution required: Ordinary Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held #	No. of votes polled *	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6059657	30403	99.5008	0.4992
	Poll		9335	0.0343	8675	660	92.9298	7.0702
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	27194385	6099395	22.4289	6068332	31063	99.4907	0.5093
Total		159776723	130260364	81.5265	130229301	31063	99.9762	0.0238
Whether resolution is Pass or Not.							Yes	



voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.9762 % (99.9762 % of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No. 2 – Ratification of payment of two interim dividends made on the fully paid up and partly paid up Equity Shares of the Company for the financial Year 2018-19.

Resolution required: Ordinary Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held #	No. of votes polled *	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		117387341	117387341	100.0000	117387341	0	100.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15194997	6773628	44.5780	6773628	0	100.0000
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6059657	30403	99.5008	0.4992
	Poll		9335	0.0343	8675	660	92.9298	7.0702
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		27194385	6099395	22.4289	6068332	31063	99.4907
Total		159776723	130260364	81.5265	130229301	31063	99.9762	0.0238
Whether resolution is Pass or Not.							Yes	



voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.9762 % (99.9762 % of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No. 3 – Appointment of Director in place of Shri.C.Sathyan(DIN00012439) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held #	No. of votes polled *	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		117387341	117387341	100.0000	117387341	0	100.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6225626	548002	91.9098	8.0902
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15194997	6773628	44.5780	6225626	548002	91.9098
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6055050	35010	99.4251	0.5749
	Poll		8675	0.0319	8675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		27194385	6098735	22.4264	6063725	35010	99.4259
Total		159776723	130259704	81.5261	129676692	583012	99.5524	0.4476
Whether resolution is Pass or Not.							Yes	



voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.5524 % (99.5524 % of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No. 4 – Appointment of Director in place of Shri.K.S.Thanarajan(DIN00012285) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held #	No. of votes polled *	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6225626	548002	91.9098	8.0902
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15194997	6773628	44.5780	6225626	548002	91.9098	8.0902
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6055050	35010	99.4251	0.5749
	Poll		8675	0.0319	8675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	27194385	6098735	22.4264	6063725	35010	99.4259	0.5741
Total		159776723	130259704	81.5261	129676692	583012	99.5524	0.4476
Whether resolution is Pass or Not.							Yes	



voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.5524 % (99.5524 % of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No. 5 – Payment of Remuneration to Shri.K.S.-Thanarajan, Non-Executive Non-Independent Director.

Resolution required: Special Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6055050	35010	99.4251	0.5749
	Poll		8675	0.0319	8675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	27194385	6098735	22.4264	6063725	35010	99.4259	0.5741
Total		159776723	130259704	81.5261	130224694	35010	99.9731	0.0269
Whether resolution is Pass or Not.							Yes	



voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.9731 % (99.9731 % of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority

Resolution No. 6 – Appointment of Shri.D.Sathyarayan as Non-Executive Non-Independent Director.

Resolution required: Special Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held #	No. of votes polled *	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		117387341	117387341	100.0000	117387341	0	100.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6225626	548002	91.9098	8.0902
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15194997	6773628	44.5780	6225626	548002	91.9098
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6055050	35010	99.4251	0.5749
	Poll		8675	0.0319	8675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		27194385	6098735	22.4264	6063725	35010	99.4259
Total		159776723	130259704	81.5261	129676692	583012	99.5524	0.4476
Whether resolution is Pass or Not.							Yes	



voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Special Resolution is 99.5524 % (99.5524 % of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority

Resolution No. 7 – Payment of Remuneration to Shri.D.Sathyanarayan, Non-Executive Non-Independent Director.

Resolution required: Special Resolution ; Manner of voting: E-voting and Ballot paper

Whether Promoter / Promoter Group are interested in the Resolution: No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117387341	117387341	100.0000	117387341	0	100.0000	0.0000
Public-Institutions	E-Voting	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15194997	6773628	44.5780	6773628	0	100.0000	0.0000
Public- Non Institutions	E-Voting	27194385	6090060	22.3945	6055050	35010	99.4251	0.5749
	Poll		8675	0.0319	8675	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	27194385	6098735	22.4264	6063725	35010	99.4259	0.5741
Total		159776723	130259704	81.5261	130224694	35010	99.9731	0.0269
Whether resolution is Pass or Not.							Yes	



HAP

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CIN: L15499TN1986PLC012747

voting rights are in proportion to the paid up value of shares held as on 23rd August 2019. It includes the proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.9731 % (99.9731 % of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority

The above results for all the resolutions have been announced by Mr. G. Somasundaram on 31st August 2019 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,**



G. Somasundaram
Company Secretary



Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
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Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

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 Chirimes, M.Com., F.C.S, DCG(ICSI)

R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
34th Annual General Meeting of the Equity Shareholders of
M/s. Hatsun Agro Product Limited
Chennai

Dear Sir,

I, N.Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Hatsun Agro Product Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot paper in connection with the 34th Annual General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 34th Annual General meeting of the Equity Shareholders of M/s. Hatsun Agro Product Limited, held on Friday, the 30th day of August, 2019 at 10.00 A.M. at JD Mahal, Ground Floor, No. 300, 200 Feet Radial Road, Kovilambakkam, Chennai - 600 117, submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through ballot paper by the shareholders on the resolutions proposed in the Notice of the 34th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and voting through ballot paper at the meeting are conducted in a fair and transparent manner and



render consolidated scrutinizer's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting through ballot papers at the meeting.

The voting rights of members shall be in proportion to their share of paid up equity share capital of the company as on cut-off date i.e 23rd August 2019 and as per Register of members of the company.

The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Audited Financial Statements for the year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	80	123700805	94.964
Partly Paid Equity shares	54	6528496	5.012
Total	134	130229301	99.976

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	5	31026	0.024
Partly Paid Equity shares	3	37	0.00
Total	8	31063	0.024

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	54

% of total valid votes cast in favour of the resolution: 99.976

% of total valid votes cast against the resolution: 0.024



S Dhanapal & Associates

Practising Company Secretaries

Resolution No. 2 –Ratification and confirmation of payment of two Interim Dividends on Equity Shares for the financial year 2018-2019

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	80	123700805	94.964
Partly Paid Equity shares	54	6528496	5.012
Total	134	130229301	99.976

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	5	31026	0.024
Partly Paid Equity shares	3	37	0.00
Total	8	31063	0.024

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	

% of total valid votes cast in favour of the resolution: 99.976

% of total valid votes cast against the resolution: 0.024



Resolution No. 3 – Appointment of Director in place of retiring Director Shri. C. Sathyan who being eligible, offers himself for re-appointment

I) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	76	123156434	94.547
Partly Paid Equity shares	50	6520258	5.006
Total	126	129676692	99.552

II) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	6	574774	0.448
Partly Paid Equity shares	4	8238	0.00
Total	10	583012	0.448

III) Invalid / abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	54

% of total valid votes cast in favour of the resolution: 99.552
% of total valid votes cast against the resolution: 0.448



Resolution No. 4 – Appointment of Director in place of retiring Director Shri. K. S. Thanarajan who being eligible, offers himself for re-appointment

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	76	123156434	94.547
Partly Paid Equity shares	50	6520258	5.006
Total	126	129676692	99.552

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	6	574774	0.448
Partly Paid Equity shares	4	8238	0.00
Total	10	583012	0.448

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	54

% of total valid votes cast in favour of the resolution: 99.552

% of total valid votes cast against the resolution: 0.448



**Resolution No. 5- Payment of Remuneration to Shri. K.S.Thanarajan,
Non - Executive Director**

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	77	123696444	94.961
Partly Paid Equity shares	51	6528250	5.012
Total	128	130224694	99.973

ii) Voted against the Resolution

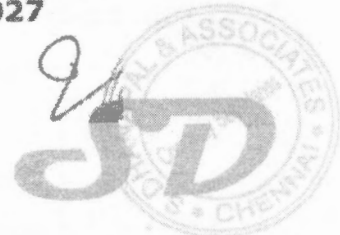
Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	5	34764	0.027
Partly Paid Equity shares	3	246	0.00
Total	8	35010	0.027

iii) Invalid /abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	54

% of total valid votes cast in favour of the resolution: 99.973

% of total valid votes cast against the resolution: 0.027



Resolution No. 6 – Appointment of Shri. D. Sathyanarayan as Non – Executive Non – Independent Director

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	76	123156434	94.547
Partly Paid Equity shares	50	6520258	5.006
Total	126	129676692	99.552

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	6	574774	0.448
Partly Paid Equity shares	4	8238	0.00
Total	10	583012	0.448

iii) Invalid / abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	54

% of total valid votes cast in favour of the resolution: 99.552

% of total valid votes cast against the resolution: 0.448



Resolution No. 7 – Payment of Remuneration to Shri. D. Sathyanarayan, Non – Executive Director

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	77	123696444	94.961
Partly Paid Equity shares	51	6528250	5.012
Total	128	130224694	99.973

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	5	34764	0.027
Partly Paid Equity shares	3	246	0.00
Total	8	35010	0.027

iii) Invalid /abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	4	51
Partly Paid Equity shares	2	3
Total	6	54

% of total valid votes cast in favour of the resolution: 99.973

% of total valid votes cast against the resolution: 0.027

In view of the above voting results, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) of the resolutions as contained in the Notice calling 34th Annual General Meeting of the company.

Thanking you,

Dated:30.08.2019

Yours faithfully,

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


N. Ramanathan
 Partner
 Membership No. F6665
 CP No. 11084

CERTIFIED COPY OF PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HATSUN AGRO PRODUCT LIMITED HELD ON FRIDAY, THE 30TH AUGUST 2019 AT 10.00 AM AT JD MAHAL, GROUND FLOOR, NO. 300, 200 FEET RADIAL ROAD, KOVILAMBAKKAM, CHENNAI – 600117

PRESENT:

Mr. K S Thanarajan	Chairman, Non-Executive Non-Independent Director
Mr. R G Chandramogan	Managing Director
Mr. C Sathyan	Executive Director
Mr. P Vaidyanathan	Non-Executive Non-Independent Director
Mr. B Thenamuthan	Non-Executive Independent Director
Mr. T Balaji	Non-Executive Independent Director
Dr. Chalini Mathivanan	Non-Executive Independent Director
Mr. S Subramanian	Non-Executive Independent Director, Chairman - Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Mr. Sathyarayanan D	Non-Executive Non-Independent Director

Mr. H Ramachandran	Chief Financial Officer
Mr. G Somasundaram	Company Secretary
Ms. Ananthi Amarnath	Statutory Auditor – Deloitte Haskins & Sells
Mr. Ravi Seshadri	Statutory Auditor – Deloitte Haskins & Sells
Mr. S Dhanapal	Secretarial Auditor – Dhanapal & Associates
Ms. Smita Chirimar	Secretarial Auditor – Dhanapal & Associates
Mr. N Ramanathan	Secretarial Auditor – Dhanapal & Associates – Scrutiniser for voting

MEMBERS ATTENDANCE:

Promoters who are Members of the Company present at the Meeting physically – 5 (Five)

Members belonging to the public category - 598

Members present through Proxy – 1

REGISTERS AND DOCUMENTS:

The following Registers and Documents were placed on the table:

1. Annual Report duly prepared as per the Companies Act 2013 and SEBI(LODR) Regulations, 2015 as amended including the Notice of the 34th AGM;
2. The Register of Directors and Key Managerial Personnel and their Shareholdings & Declarations (Remained open for inspection during the Meeting);
3. The Register of Contracts or Arrangements in which Directors are interested (Remained open for inspection during the Meeting);
4. Memorandum and Articles of Association of the Company;
5. Minutes of the Meetings of Annual / Extra-Ordinary General Meetings of the Company



CHAIRMAN:

Mr. K.S. Thanarajan, Chairman, took the Chair and conducted the proceedings. The Meeting commenced at 10:00 AM

QUORUM:

The Chairman then welcomed the Members present and formally introduced to them the other Directors sitting on the dais viz., Mr. R G Chandramogan, Mr. C Sathyan, Mr. P Vaidyanathan, Mr. B Thenamuthan, Mr. T Balaji, Dr. Chalini Mathivanan, Mr. S Subramanian and Mr. Sathyanarayanan D.

Upon being advised by the Company Secretary, Mr.G.Somasundaram that necessary quorum was present, the Chairman called the Meeting to Order.

The Chairman delivered his speech and briefed the Members on the Operational and Financial performance of the Company for the financial year ended 31st March, 2019 and outlined the Company's expansion plans and strategies. He expressed confidence that the Company's performance would further improve in the current year.

NOTICE OF THE MEETING:

The Chairman informed the Members that the Notice convening the 34th Annual General Meeting and the Annual Report for the year ended 31st March 2019 were mailed / dispatched to all the Members within the Statutory time limit and were also placed on the website of the Company www.hap.in. Hence, with the consent of the Members present, the Notice convening the Meeting was taken as read.

AUDITORS' REPORT:

The Chairman informed the members that the Report of the Statutory Auditors on the accounts for the year ended 31st March 2019, being an unqualified one (clean report) i.e., without any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company, is not required to be read at the Meeting. Similarly, the Report of Secretarial Auditor also is a clean Report. Hence, with the consent of the Members present, the Auditors' Reports were taken as read.

At this juncture, the Chairman invited queries from the Members on the Annual Report and Accounts of the Company. The Managing Director of the Company Mr. R. G. Chandramogan replied to the queries raised by the Members. After replying to the queries to the satisfaction of the Members, the Chairman stated that the Company had provided e-voting facility as per the amended Rule 20 of Companies (Management & Administration) Amendment Rules, 2015 through NSDL [National Securities Depository Limited]. The Chairman further briefed that the said e-voting was available from 9.30 AM on Tuesday, the 27th August, 2019 and ended at 5.00 PM on Thursday, the 29th August, 2019. Mr. N. Ramanathan, Partner, Dhanapal & Associates was appointed as Scrutinizer for remote voting facility and voting at the AGM venue. The voting on Resolutions to be passed at the Meeting having been carried out electronically, the Resolutions were not required to be put to vote on show of hands. But, the Members who were present at the Meeting, who did not exercise their vote/s electronically can vote, using the Ballot / Polling Paper after completion of the discussion on the business as set out in the Notice of the Annual General Meeting (AGM).

The following Resolutions as mentioned in the Notice of Annual General Meeting as circulated to the Members were passed by the Members:



ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, 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 two interim dividends made on the fully paid up and partly paid up Equity Shares of the Company for the financial year 2018-19.
3. To appoint a Director in place of Shri. C. Sathyan (DIN 00012439) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Shri. C. Sathyan (DIN 00012439) as a Director liable to retire by rotation"

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

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

SPECIAL BUSINESS

5. Payment of Remuneration to Shri. K.S. Thanarajan, Non-Executive Director:

"RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions if any of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the remuneration and benefits (apart from the remuneration as applicable to the other Non-Executive Directors of the Company) payable to Shri. K.S. Thanarajan (DIN: 00012285), Non-Executive Non-Independent Director of the Company (appointed as Chairman of the Company by the Board on 21.06.2019) for the period from 1st September, 2019 to 31st March, 2020, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Shri. G. Somasundaram, Company Secretary of the Company be and are hereby severally authorised 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"

6. Appointment of Shri. D. Sathyanarayan as Non-Executive Non-Independent Director:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Shri. D. Sathyanarayan (DIN: 08489439), who was appointed as an Additional Director with effect from 21st June, 2019, on the Board of the Company and who holds office up to the ensuing Annual General Meeting and in respect of whom a Notice has been received from a member in writing, under Section 160 of the Companies Act, 2013



proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the company, whose Office is liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Shri. G. Somasundaram, Company Secretary of the Company be and are hereby severally authorised 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. Payment of Remuneration to Shri. D. Sathyanarayan, Non-Executive Director

RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions if any of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the remuneration and benefits (apart from the remuneration as applicable to the other Non-Executive Directors of the Company) payable to Shri D. Sathyanarayan (DIN: 08489439), Non-Executive Non-Independent Director of the Company. for the period from 21st June, 2019 to 31st May, 2020, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby approved,"

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Shri G. Somasundaram, Company Secretary of the Company be and are hereby severally authorised 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.

The Chairman requested the Members, who had not cast their votes electronically, to cast their votes through Ballot / Poll Sheets circulated to them for the said Resolutions and drop the same in the Poll Box kept at the Hall. The Chairman added that the Scrutinizer appointed for voting was Mr. N. Ramanathan, Partner Dhanapal & Associates.

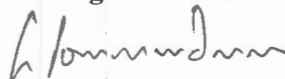
After the conclusion of polling, as confirmed by the Scrutinizer, the Chairman informed the Members that the results of voting would be posted on the Company's website and the websites of NSDL, BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed, after receiving the Report from the Scrutinizer within 48 hours from the conclusion of the Meeting. In this regard, the Company Secretary of the Company, Mr. G. Somasundaram was authorised to receive the Report of the Scrutinizer, showing the number of votes cast for and against, countersign the same and declare the results of voting.

The Annual General Meeting came to a close by 12:30 P.M

VOTE OF THANKS

Having concluded the business of the Meeting, the Chairman thanked the Members for their participation.

///Certified True Copy///
For Hatsun Agro Product Limited


G.Somasundaram
Company Secretary

