

# **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 Chirimar, M.Com., F.C.S, DCG(ICSI)  
R. Pratheepa, B.C.S., A.C.S

### **Report of Scrutinizer**

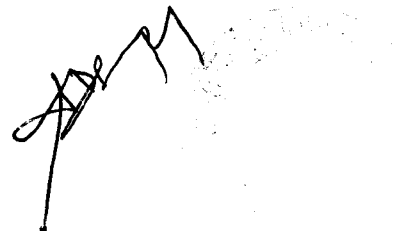
*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
M/s. Hatsun Agro Product Limited  
Domaine, Door No. 1/20A,  
Rajiv Gandhi Salai (OMR)  
Karapakkam, Chennai - 600097

Dear Sir,


I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolution as set out in the notice of postal ballot dated 16<sup>th</sup> March 2016 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. The Company has completed on 5<sup>th</sup> April 2016 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 24<sup>th</sup> March 2016.
2. The shareholders of the Company had option to vote on the resolution through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).



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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.
4. The postal ballot forms were handed over to me on close of working hours of 04.05.2016 for my scrutiny.
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 24<sup>th</sup> March, 2016 maintained by them.
6. All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 04.05.2016 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 16<sup>th</sup> March 2016.
7. Envelopes containing Postal Ballot forms received after the close of working hours on 04.05.2016 were not considered for my scrutiny.
8. It was informed by the Company that the envelopes containing Postal Ballot forms undelivered by the postal authorities aggregated to 418 numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. One member had cast his vote both on e-voting and through physical postal ballot form. The vote cast through physical postal ballot form has been treated as invalid for the purpose of the results of voting and vote cast electronically has been taken.
11. A summary of the votes cast electronically and physical Postal ballot forms received, is given below:

A handwritten signature in black ink is written over a large, bold, stylized logo consisting of the letters 'S' and 'D' joined together. The signature is written in a cursive, somewhat slanted style.

**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	84187827	4259268	88447095	73	299	372
Less: invalid votes	-	108657	108657	-	80	80
Net valid votes cast	84187827	4150611	88338438	73	219	292
Votes cast in favour	84187103	4148001	88335104	70	215	285
Votes Cast against	724	2610	3334	3	4	7

**% of total votes cast in favour of the resolution: 99.996**

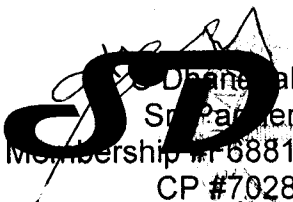
**% of total votes cast against the resolution: 0.004**

12. 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.

13. In view of the above voting results, the resolution as contained in the said notice has 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,  
Yours faithfully,  
For S Dhanapal & Associates  
(a firm of Practising Company Secretaries)

Place: Chennai  
Date: 05.05.2016

  
 S Dhanapal  
 Sr Partner  
 Membership No: 6881  
 CP #7028  
