

HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

Regd. Office : DOOR NO.1/20A, "DOMAINE", RAJIV GANDHI SALAI (OMR), KARAPAKKAM, CHENNAI – 600 097.

Phone No.: 044-24501622, Fax: 044-24501422 | Email: secretarial@hap.in | Website: www.hap.in

NOTICE ISSUED TO THE MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To
The Members of Hatsun Agro Product Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with The Companies (Management and Administration) Rules, 2014 that the Company is seeking the consent of its members for the business listed below, by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to each resolution proposed in this notice along with Postal Ballot Form is annexed herewith.

The Company has appointed Mr. S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope as as to reach the Scrutinizer on or before the close of working hours *i.e.* 5.00 P.M. on, Tuesday, the 11th day of June, 2019. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman and Managing Director of the Company on Thursday, the 13th June, 2019. The result of the postal ballot will be declared by the Chairman and Managing Director or in his absence by the Executive Director or in his absence, the Company Secretary of the Company authorised by the Board in this regard on Thursday, the 13th June, 2019 at 5.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company www.hap.in. The results shall be intimated to the Stock Exchange/s where the shares of the Company are listed and also to the general public through press release in newspapers.

Members may note that as required under Clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only the members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice for information purpose only. Detailed instructions to use the facility are given separately.

The Resolution, if approved by the requisite majority, will be taken as passed effectively on the last date specified by the company for the receipt of duty completed postal ballot form or e-voting *i.e.*, June 11, 2019.

Proposed Resolutions:

ITEM NO. 1 – APPOINTMENT OF SHRI. P. VAIDYANATHAN AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 and other applicable 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 Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Shri P Vaidyanathan (DIN: 00029503), who was appointed as an Additional Director with effect from 1st April, 2019, on the Board of the Company and who holds office upto 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 consent of the members be and is hereby accorded for continuation of office by Shri P Vaidyanathan, as Non-Executive Director of the company upon his attaining the age of seventy-five years on 29.10.2022 on the same terms and conditions as approved by the members and existing as on the date of attainment of seventy-five years by him in terms of and in accordance with the Regulations of SEBI (LODR) Regulations, 2015 as amended and other applicable Acts, Rules and Regulations.

“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 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.

ITEM NO. 2 – APPOINTMENT OF SHRI. S. SUBRAMANIAN AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR FOR THE FIRST TERM OF 5 CONSECUTIVE YEARS.

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 Sections 149, 152, 160, 161 and other applicable provisions if any of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri S Subramanian (holding DIN 08341478), who was appointed as an Additional & Independent Director of the Company with effect from January 24th, 2019, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. January 24th, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

“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 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.”

ITEM NO. 3 – APPOINTMENT OF DR. CHALINI MADHIVANAN AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 CONSECUTIVE YEARS.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions if any of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Dr. Chalini Madhivanan (holding DIN 02982290), a non-executive Independent Director of the Company holding the Independent Directorship up to 22nd September, 2019, who qualifies for being appointed as an Independent Director for the second term of five consecutive years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years w.e.f. 23rd September, 2019 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“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 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.”

ITEM NO. 4 – APPOINTMENT OF SHRI. TAMMINEEDI BALAJI AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 CONSECUTIVE YEARS.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions if any of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Shri Tammineedi Balaji (holding DIN 00127833), a non-executive Independent Director of the Company holding the Independent Directorship up to 22nd September, 2019, who qualifies for being appointed as an Independent Director for the second term of five consecutive years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his

candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years w.e.f. 23rd September, 2019 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“**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 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.”

ITEM NO. 5 – TO AUTHORISE THE BOARD OF DIRECTORS TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013, NOT EXCEEDING Rs.1500 CRORES.

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, to borrow at any time or from time to time by obtaining loans, overdraft facilities, lines of credit, commercial papers, non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible lenders/investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1,500 crores (Rupees One Thousand Five Hundred Crores only).

”**RESOLVED FURTHER THAT** the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

ITEM NO. 6 – APPROVAL FOR CREATING CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS UP TO RS. 1,500 CRORES PURSUANT TO SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

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

”**RESOLVED THAT** in supersession of the earlier resolutions passed by the Company in this regard and subject to the approval of the members, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, consent of the members be and is hereby accorded for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company, on the moveable or immovable properties of the Company, both present and future, in such manner as the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed/to be availed by way of rupee term loans/INR denominated offshore bonds/foreign currency loans, debentures, bonds and other instruments, provided that the total amount of such loans/borrowings shall not exceed at any time Rs. 1,500 crores.

”RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to finalize and settle and further to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid.”

ITEM NO. 7 – APPROVAL FOR REVISION IN TERMS OF REMUNERATION OF MR. C. SATHYAN, EXECUTIVE DIRECTOR OF THE COMPANY.

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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and consent of the Board, approval of the Company be and is hereby accorded for revision in the remuneration of Shri C Sathyan [DIN: 00012439] Executive Director of the Company for the remaining period of his appointment i.e., up to 31.05.2021 unless revised earlier, on the terms and conditions including the remuneration as set out in the Service Agreement as approved by the Board, the details of which are mentioned below:

Salary : Rs.3,00,000/- (Rupees Three Lakhs only) per month.

HRA : Rs.1,50,000/- (Rupees One Lakh and Fifty Thousand Only) per month.

Perquisites :- The perquisites are classified into three Categories, Category A, B and C – as follows

CATEGORY `A`

SPECIAL ALLOWANCE :-

Special Allowance of Rs.1,75,000/- (Rupees One Lakh and Seventy Five Only) per month.

HOUSING:-

House Rent Allowance shall be subject to a ceiling of 50% of the Salary. If the Company provides the accommodation, the expenditure on hiring furnished accommodation shall be subject to 50% of the salary.

MEDICAL BENEFITS:-

Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

LEAVE TRAVEL ALLOWANCE :-

Leave Travel Concession for self and family once in a year in accordance with the rules specified by the Company subject to a ceiling of one month's salary.

CLUB FEES :-

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

INSURANCE COVER :-

Personal Accident Insurance cover for self, the actual premium for which does not exceed Rs.5,000/- per annum.

Explanation: For the purpose of Category `A`, `family` means the spouse, dependent children and dependent parents.

CATEGORY `B`

The Benefit of the Company's Provident Fund and Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

Leave: Mr. C.Sathyan will be allowed leave and encashment thereof as per the Rules of the Company.

CATEGORY `C`

The Company shall provide a car with driver and telephone facility at the residence of Mr. C.Sathyan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. C.Sathyan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites and allowances and other benefits payable to Mr. C.Sathyan, shall always be subject to the overall ceilings laid down in Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013.

MINIMUM REMUNERATION: -

Where in any financial year during the tenure of Mr. C. Sathyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. C.Sathyan the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provision governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

ITEM NO. 8 – APPROVAL FOR AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing the existing Articles 98(a), 98(b), 101 (e) (iii) and 123 with the new Articles as mentioned below.

98(a) Notwithstanding anything contained in these Articles and pursuant to the provisions of the Act, the Board may elect one of their Members as Chairperson of its Meetings and determine the period for which He / She is to hold Office according to the applicable provisions of the Statutes.

98(b) Subject to the provisions of the Act, the Chairperson may be paid such remuneration for his / her services as Chairperson and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

101(e)(iii) stands deleted.

123. If no person has been appointed as Chairperson under Article 98(a) or if at any Meeting, the Chairperson of the Board is not present within fifteen minutes after the time appointed for holding the Meeting, the Directors present may choose one of their Members to be the Chairperson of the Meeting.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Shri R. G. Chandramogan, Managing Director (DIN: 00012389), and Shri C. Sathyan, Executive Director (DIN: 00012439), be and are hereby authorized severally on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Tamilnadu.”

ITEM NO. 9 – 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 the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration amounting to INR 1,00,000/- per annum (Rupees One Lakh Only) excluding applicable taxes and out of pocket expense, 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.”

By Order of the Board
For HATSUN AGRO PRODUCT LIMITED
SD/-

R. G. CHANDRAMOGAN
CHAIRMAN AND MANAGING DIRECTOR

Place: Chennai

Date: 02.05.2019

Notes:

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. The Company has appointed Mr. S. Dhanapal (FCS 6881), Senior Partner, M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 03.05.2019
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. **E-voting is optional.**

The complete detail of the instructions for e-voting is annexed to this notice.

| Registered Folio No. / DP ID No. / Client ID No. | Number of shares held: |
|--|------------------------|
| | |

Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set forth in the Notice of Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. We have enabled separate EVEN for fully

paid equity shares and partly paid equity shares of the Company. Members are requested to cast their electronic vote separately under the respective Even created separately for fully paid equity shares and partly paid equity shares. Members who do not hold partly paid equity shares will cast their vote only for the Even created for Fully paid equity shares.

The e-voting facility is available at the link <https://www.evoting.nsdl.com> The electronic voting particulars are set out below:

| EVEN (E-voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Postal ballot notice.

Steps for Remote e-voting:-

1. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
2. Click on Shareholder Login
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging for the first time, please enter the User ID and Password provided in this document.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.
7. Select “EVEN” of Hatsun Agro Product Limited.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have voted on the resolutions, you will not be allowed to modify your vote.
12. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in
13. 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 Downloads section of www.evoting.nsdl.com.
14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Instruction for voting through postal ballot:-

1. A member desiring to exercise vote by postal ballot may complete the postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Registrar and transfer agent appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder
4. Incomplete and /or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the Registrar and Transfer Agent not later than the close of working hours on 11th June 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by companies/trusts, societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority for the purpose.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 3rd May 2019.
8. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.

9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
10. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
11. The scrutinizer's decision on the validity of postal ballot shall be final.

General Instructions:

1. The remote e-voting period commences on 9.30 A.M. on Monday, 13th May, 2019 and ends on 5.00 P.M on Tuesday, 11th June, 2019. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, 03rd May, 2019, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. 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/voting through postal ballot paper.
3. Shri. S. Dhanapal, Senior Partner of M/s. S. Dhanapal & Associates, Practising Company Secretaries (Membership No.FCS 6881) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 03rd May, 2019.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hap.in and on the website of the NSDL within two days of the declaration of results and communicated to National Stock Exchange of India Limited and BSE Ltd.
6. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then they shall not vote by Physical Ballot or vice versa. However, in case shareholders do cast their vote/s both by way of Physical Ballot and e-voting, then voting done through Physical Ballot shall be treated as invalid.
7. In case of any difficulties / grievances relating to the voting process, the members can contact:

Mr. G. Somasundaram

Company Secretary

HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

Regd. Office : DOOR NO.1/20A, "DOMAINE",

RAJIV GANDHI SALAI (OMR)

KARAPAKKAM, CHENNAI – 600 097.

Phone No.: 044-24501622, Fax: 044-24501422 | Email: secretarial@hap.in | Website: www.hap.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:-

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules/regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Shri P Vaidyanathan (DIN 00029503) as an Additional Director with effect from 1st April 2019 in the capacity of Non Executive Non Independent Director for holding the Office as such upto the date of the ensuing Annual General Meeting.

Shri. P. Vaidyanathan will vacate office at the forthcoming Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Shri P Vaidyanathan as a Non-Executive Non Independent Director of the Company as set out in the Resolution relating to his appointment. Requisite Notice under Section 160 of the Act proposing the appointment of Shri P Vaidyanathan has been received by the Company, and consent has been filed by Shri P Vaidyanathan pursuant to Section 152 of the Companies Act, 2013.

A brief profile of Mr. P.Vaidyanathan is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no.1 of this notice.

| | |
|---|---|
| Name of the Director | Shri. P.Vaidyanathan |
| Director Identification Number (DIN) | 00029503 |
| Date of Birth and Age | 29-10-1947 and 72 Years |
| Date of Appointment at current designation / Date of first appointment on the Board | 1 st April 2019 as Additional Director in the capacity of Non-Executive and Non Independent. |
| Profile / Qualifications & Experience | 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. He has over 30 years of experience in the finance functions and has expertise in the field of corporate finance. |
| Terms and conditions of appointment / re-appointment. | Non-Executive Non Independent Director. |
| Remuneration last drawn | Entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. |
| Remuneration proposed to be paid | Will be entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. |
| Directorship in other Companies & Membership/ Chairmanship of Committees of other Boards | 1. Economist Communications Limited 2. Suja Shoei Industries Private Limited 3. Edelweiss Tokio Life Insurance Company Limited 4. Polyspin Exports Limited |
| Shareholding in the Company as of 31 st March 2019. | Holds 9,00,000 Fully Paid Up equity shares |
| Relationship with Other Directors, Manager and other Key Managerial Personnel of the company. | None |
| The number of Meetings of the Board attended during the FY 2018-19 i.e, upto 31 st March 2019. | Five Meetings |

As per the latest amendment made to SEBI (LODR) Regulations, 2015, for the continuation of Office of Non-Executive Directors on attaining the age of 75 years, consent of members of the Company is required by way of passing a Special Resolution. Shri. P. Vaidyanathan will attain the age of 75 years on 29.10.2022. Since his appointment as Non-Executive Non Independent Director is considered now, considering his professional qualifications, vast experience in the field of Corporate Finance and other financial matters, the Board deems it fit for his continuation in the position of Non-Executive Non Independent Director even after his attaining the age of 75 years on 29.10.2022 and recommends the same to the members for their approval.

Mr. P. Vaidyanathan is interested in the resolution set out at Item No.1 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the SEBI LODR 2015. The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No.2, 3 & 4:-

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Shri S Subramanian (DIN 08341478) as an Additional Director with effect from 24th January 2019 in the capacity of an Independent Director for holding office upto the date of the ensuing Annual General Meeting.

The Board at its meeting held on 24th January 2019, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Shri S Subramanian as a Non-Executive Independent Director of the Company as set out in the Resolution relating to his appointment.

Accordingly, it is proposed to appoint Shri. S. Subramanian as Independent Director of the Company, not liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years on the Board of the Company commencing from 24th January 2019.

The Members at their 30th Annual General Meeting held on 28th August, 2015 approved the appointment of Dr Chalini Madhivanan and Shri Tammineedi Balaji as Independent Directors of the Company to hold office as such for a period of five consecutive years with effect from 23rd September 2014. Dr Chalini Madhivanan and Shri Tammineedi Balaji will complete their present term on 22nd September, 2019. The Board of Directors of the Company ('the Board') at their Meeting held on 2nd May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Dr Chalini Madhivanan and Shri Tammineedi Balaji as Independent Directors of the Company with effect from 23rd September, 2019 for a second term of five consecutive years, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Dr. Chalini Madhivanan and Shri Tammineedi Balaji would benefit the Company, given their knowledge, experience and performance and contribution to the Board processes. The Company has received notices in writing from members proposing the candidature of Shri. S. Subramanian, Dr. Chalini Madhivanan and Shri Tammineedi Balaji as Independent Directors of the Company.

Shri S Subramanian, Dr. Chalini Madhivanan and Shri Tammineedi Balaji have given declarations to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Shri S Subramanian, Dr. Chalini Madhivanan and Shri Tammineedi Balaji fulfill the conditions specified in the Act and the rules framed thereunder for appointment / reappointment as Independent Directors and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 and in compliance with Regulation 17(1) of SEBI (LODR) Regulations, 2015 as amended, the appointment of Shri S Subramanian and re-appointment of Dr. Chalini Madhivanan and Shri Tammineedi Balaji as Independent Directors are recommended by the Board of Directors and now the same is placed before the Members for their approval.

All the relevant documents, contracts, the terms and conditions of appointment / re-appointment of Shri S Subramanian, Dr. Chalini Madhivanan and Shri Tammineedi Balaji respectively as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working day, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of declaration of results of Postal Ballot.

Details of Directors whose appointment / re-appointments as Independent Directors are proposed at Item No.2,3&4 are provided below pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

| Name of the Director | Shri S. Subramanian | Dr. Chalini Madhivanan | Shri Tammineedi Balaji |
|---|--|---|---|
| Director Identification Number (DIN) | 08341478 | 02982290 | 00127833 |
| Date of Birth and Age | 09-01-1959 and 60 Years | 04-April-1957 and 62 Years | 07-October-1960 and 58 Years |
| Date of Appointment at current designation / Date of first appointment on the Board | 24 th January 2019 as Additional Director in the capacity of Non-Executive and Non Independent. | 23-September-2014 as an Independent Director. | 23-September-2014 as an Independent Director. |

| | | | |
|---|--|---|---|
| Profile / Qualifications & Experience | Shri.S.Subramanian is a Post Graduate in Commerce and Management and he is a finance professional with more than 30 years of experience in the manufacturing Industry. He has expertise and knowledge in the areas of Corporate Finance, Accounting, Capital Structuring, Governance and Compliance matters. | Dr. Chalini Madhivanan holds a degree in bachelor of medicine and bachelor of surgery from Madurai Kamaraj University and a diploma in ophthalmology from the Madras University. She completed a training program in radial keratotomy and keratoplasty from the Institute of Clinical Ophthalmology, Kiryu Eye Clinic, Japan. She has over thirty-five years of experience in the medical industry. She holds the position of vice-chairman at M.N Eye Hospital Private Limited. | Shri Tammineedi Balaji is an entrepreneur and holds a masters' degree in management from the Indian Institute of Planning and Management, Delhi. He has more than twenty years of experience in the dairy industry. He is the managing director of Jyothi Steel Industries (India) Private Limited. |
| Terms and conditions of appointment / re-appointment. | As mentioned in the letter of appointment as an Independent Director for a term of 5 consecutive years. | As mentioned in the letter of appointment as an Independent Director for a second and final term of 5 consecutive years. | As mentioned in the letter of appointment as an Independent Director for a second and final term of 5 consecutive years. |
| Remuneration last drawn | Entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. | Entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. | Entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. |
| Remuneration proposed to be paid | Will be entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. | Will be entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. | Will be entitled to Sitting Fees of INR 50,000 per meeting of the Board and INR 10,000 for every meeting of the Committee of the Board only. |
| Directorship in other Companies & Membership/ Chairmanship of Committees of other Boards | NIL | M.N. Eye Hospital Pvt Ltd. | 1. Louxur Hotels Pvt Ltd 2. Jyothi Steel Industries (India) Pvt Ltd 3. Prism Ventures LLP |
| Shareholding in the Company as of 30 th September 2018. | NIL | NIL | NIL |
| Relationship with Other Directors, Manager and other Key Managerial Personnel of the company. | NIL | NIL | NIL |
| The number of Meetings of the Board attended during the FY 2018-19 i.e, upto 31 st March 2019. | NIL | Four Meetings | Five Meetings |

Mr. S. Subramanian is interested in the resolution set out at Item No.2, Dr. Chalini Madhivanan is interested in the resolution set out at Item No.3 and Shri. Tammineedi Balaji is interested in the resolution set out at Item No.4 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution/s.

This statement may also be regarded as an appropriate disclosure under the SEBI LODR 2015. The Board recommends the Resolutions set out at Item No.2, 3 & 4 of the Notice for approval by the members.

Item No.5 & 6:-

Keeping in view the Company's existing and future financial requirements to support its existing business operations and expansions, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence it is proposed to increase the maximum borrowing limits from the present Rs.1,200 crores to Rs.1,500 Crores. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, free reserves and securities premium account at any one time except with the consent of the members of the Company in a general meeting.

Further, in order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

The Board recommends the Special Resolutions set out at Item No.5 & 6 of the Notice for approval by the members.

Item No.7:-

Shri C Sathyan, Executive Director of the Company was re-appointed as such by the members through an Ordinary resolution at the 31st Annual General Meeting of the Company held on 19th August 2016 to hold office for a period of 5 years commencing from 1st June 2016 to 31st May 2021. Keeping in view that Shri C Sathyan has rich and varied experience in the Industry and has been involved in the Operations of the Company over a long period of time and his contribution to the growth of the Company over a period of time, it would be in the best interest of the Company to reward him with a suitable increase in his remuneration.

The Board of Directors at their meeting held on 24th January 2019, with the recommendation of Nomination and Remuneration Committee, has approved the revision in the remuneration of Shri C Sathyan, subject to the approval of members by way of passing an Ordinary resolution.

The Board recommends an ordinary resolution as set out at item No.7 of the notice for approval of members.

Except Shri C Sathyan, being the Executive Director to whom the revision in remuneration is proposed and Shri R .G.Chandramogan, being his father, in the capacity of Chairman and Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out at item no.7.

Item No.8:-

To comply with Regulation 17 (1B) of the amended SEBI (LODR) Regulations, 2018, the Company will be required to comply with the provisions of appointment of non-executive Chairperson not related to the Managing Director or Chief Executive Officer of the Company w.e.f., 01st April, 2020 since the Company falls under the "top 500" category of Listed Companies in terms of Market Capitalization as at the end of immediate previous financial year.

In this regard, the existing Articles of Association of the Company is required to be amended which provide for Managing Director who will act as the Chairperson of the Board and Deputy Managing Director will act as Vice Chairman of the Board. Since the amended regulation is required to be complied by the Company w.e.f.,

01.04.2020, the Board recommends the Special Resolution to be passed by the Members for altering the related provisions of the Articles of Association of the Company.

Pursuant to and in terms of the provisions of Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of the company requires shareholders' approval, by way of a Special Resolution. Accordingly, the approval of Members is being sought by way of a Special Resolution as set out at Item No. 8 of this Notice, authorizing for alteration in the Articles of Association of the Company and consequential insertion of a new Article/s replacing the existing Article No. 98(a) & (b) and 123 and deletion of existing Article No. 101(e)(iii). A copy of the Articles of Association with the proposed changes is available at the registered office & corporate office of the Company for inspection by Members from Monday to Friday from (9:30 a.m. to 5:30 p.m.) till the date of the declaration of results of the postal ballot and is also updated on the Company's website <https://www.hap.in>.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 8 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.8 of this Notice.

Item No.9:-

The Board, on the recommendation of the Audit Committee, has approved at their meeting held on 2nd May 2019 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, 2020 at a remuneration of INR 1,00,000/- per annum (Rupees One Lakh 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. 9 of this notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.9 of this Notice.

The Board recommends the resolution set forth in Item No.9 for the approval of members.

By Order of the Board
For HATSUN AGRO PRODUCT LIMITED
SD/-
R. G. CHANDRAMOGAN
CHAIRMAN AND MANAGING DIRECTOR

Place: Chennai
Date: 02.05.2019

Encl : 1. Postal Ballot Form
2. Pre-paid self-addressed Envelope.

HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

DOOR NO.1/20A, "DOMAINE", RAJIV GANDHI SALAI (OMR) KARAPAKKAM, CHENNAI - 600 097.

Phone No.: 044-24501622, Fax: 044-24501422 | Email: secretarial@hap.in | Website: www.hap.in

POSTAL BALLOT FORM

Serial No.

(Pursuant to Section 110 of Companies Act, 2013)

| Sr.No. | Particulars | Details |
|--------|--|---------|
| 1. | Name of the First Named Shareholder (In block letters) | |
| 2. | Postal address | |
| 3. | Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) | |
| 4. | Class of Share | |

I hereby exercise my vote in respect of Resolutions enumerated below by recording my Assent or dissent to the said resolutions in the following manner:

| Sr. No. | Brief Description | No. of shares held by me | I assent to the resolution | I dissent from the resolution |
|---------|---|--------------------------|----------------------------|-------------------------------|
| 1. | To approve the appointment of Shri.P.Vaidyanathan as Non-Executive Non-Independent Director. | | | |
| 2. | To approve the appointment of Shri.S.Subramanian as a Non-Executive and Independent Director for the first term of 5 consecutive years. | | | |
| 3. | To approve the appointment of Dr.Chalini Madhivanan as a Non-Executive a Independent Director for second term of 5 consecutive years. | | | |
| 4. | To approve the appointment of Shri.Balaji Tammineedi as a Non-Executive a Independent Director for second term of 5 consecutive years. | | | |
| 5. | To authorise the Board of Directors to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 1,500 crores. | | | |
| 6. | Approval for creating charge on the assets of the company to secure borrowings up to Rs. 1,500 crores pursuant to section 180(1)(a) of the Companies Act, 2013. | | | |

| | | | | |
|----|--|--|--|--|
| 7. | Approval for revision in terms of remuneration of Shri.C.Sathyan, Executive Director of the company. | | | |
| 8. | Approval for Amendment to Articles of Association of the Company. | | | |
| 9. | Ratification of remuneration of Cost Auditors. | | | |

Place: Chennai

Date: 02.05.2019

(Signature of the Member)

| E- VOTING DETAILS FOR FULLY PAID UP SHARES | | |
|--|---------|----------|
| EVEN (Electronic Voting Event Number) | USER ID | PASSWORD |
| | | |

| E- VOTING DETAILS FOR PARTLY PAID UP SHARES | | |
|---|---------|----------|
| EVEN (Electronic Voting Event Number) | USER ID | PASSWORD |
| | | |

Note : 1. Kindly read the instructions printed in notice before exercising your vote through this Form or e-voting.
2. Last date for receipt of Postal Ballot Forms is 11th June 2019.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Mr. S.Dhanapal, Senior Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, Chennai as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed business reply envelope bears the address of the Registrar & Transfer agent.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/ Authority Letter.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before the close of working hours on Tuesday, the 11th day of June, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s. Integrated Registry Management Services Private Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 03rd May, 2019.
9. A member need not use all the votes or cast all the votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
13. The result of the Postal Ballot will also be posted on the website of the Company www.hap.in and also in the newspaper(s) for the information of the Shareholders.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. The date of declaration of result i.e., 13th June 2019 shall be the effective date of passing of the resolutions.