HAP

Hatsun Agro Product Ltd.
Registered Office :
1/20A, Rajiv Gandhi Salai,
Karapakkam, Chennai - 97. India.
P : +91 44 2450 1622
F : +91 44 2450 1422
E : info@hap.in | www.hap.in
CIN : L15499TN1986PLC012747

HAPL\SEC\43\2021-22 **15th December, 2021**

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 dispatch of Postal Ballot Notice and Form

We hereby inform you that, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has completed the dispatch of Postal Ballot Notice along with a Postal Ballot Form on 14th December, 2021 to all the members of the Company whose names appeared on the Register of Members as on the cut-off date i.e., 10th December, 2021, to seek the consent of the members on the resolutions mentioned in the Postal Ballot Notice.

We enclose a copy of the Postal Ballot Notice and a Postal Ballot Form containing the resolutions for your records.

Kindly take note of the same.

Thanking you,

Yours faithfully,
For Hatsun Agro Product Limited

HATSUN AGRO PRODUCT LTD. Chennai 600 097

G. Somasundaram
Company Secretary & Compliance Officer

Arun ICECREAMS · Arokya MILK · HATSUN · ibaco · OYALO PIZZA · HAP daily · HATSUN Dairy Ingredients · Santosa VITAMINISED CATTLE FEED · Aniva

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

POSTAL BALLOT NOTICE

Issued to the Members pursuant to Sections 108 and 110 of The Companies Act, 2013, as amended, read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended:

To
The Members of Hatsun Agro Product Limited

Notice is hereby given, pursuant to Sections 108, 110 and other applicable provisions if any of the Companies Act, 2013 ("the Act") as amended read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force),the businesses listed below are proposed to be passed by way of Special Resolutions through Postal Ballot by Voting through electronic means ("Remote e-voting") by the Shareholders who have registered their email ids with the Company / RTA/ Depositories taking in to account the Circulars issued by the Ministry of Corporate Affairs from time to time in this regard, Secretarial Standards on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable Laws, Rules and Regulations (including any Statutory modification / re-enactment thereof for the time being in force and as amended from time to time). Further, the facility of physical voting option through Postal Ballot papers will be provided to the Shareholders who have not registered their email ids considering the relaxations given in this regard.

The Explanatory Statement pertaining to the resolutions proposed in this Notice is annexed herewith.

The Company has appointed Mr. N Ramanathan, 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.

Shareholders who have not registered their email ids and who get the Physical Notice and Form:
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 so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on, Saturday, the 15th January, 2022. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or a person authorized by him on or before Monday, the 17th January, 2022. The results of the postal ballot will be declared by the Chairman or a person authorized by him in this regard on or before Monday, the 17th January, 2022 at the Registered Office of the Company. The results will also be posted on the website of the Company **www.hap.in** and intimated to the Stock Exchanges where the shares of the Company are listed.

Shareholders who have registered their email ids:
Members may note that, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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, which would enable the members who have registered their email ids, to cast their votes electronically.

However, Shareholders who have not registered their email ids can cast their votes and dispatch 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 as an intimation only. Detailed instructions to use the facility are given separately.

The Resolutions, if approved, will be taken as passed effectively on the last date of e-voting / receipt of physical ballot papers i.e., Saturday, the 15th January, 2022.

Proposed Resolutions:

ITEM NO.1: Issuance of equity shares through further / follow on public offer:

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 23 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force (the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, the Foreign Exchange Management Act / Rules as amended, the Rules, Regulations, Guidelines, Notifications and Circulars if any prescribed by the Government of India, Reserve Bank of India, relevant Registrar of Companies and any other provisions of applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India, the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchange(s)"), the Reserve Bank of India, the Government of India and any other concerned statutory authorities, if and to the extent necessary or required, and subject to such terms, conditions or modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions by any of the aforesaid authorities and which may be agreed to by, the Board of Directors of the

Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company, to create, offer, issue and allot such number of equity shares in one or more tranches by way of a public issue of equity shares of the Company having a face value of Re.1 (Rupee One) each (the "Equity Shares") to all the eligible investors, including residents and / or non residents and/or institutions/banks/venture capital funds / QIBs / Mutual funds/alternative investment funds/foreign portfolio investors and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the "Investors"), as may be decided by the Board, in its absolute discretion, and permitted under applicable laws and regulations, through one or more prospectuses / offer document /placement document / letter of offer or circular, at such time or times and on such terms and conditions and other relevant factors wherever necessary for an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) in one or more tranches, at such price or prices, (whether at prevailing market price(s) or at any permissible discount or premium to market price(s) in terms of applicable laws) at the Board's discretion, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, to be exercised by the Company, and where necessary in consultation with Merchant Banker/s (including but not limited to Book Running Lead Manager/s and/or Stabilizing Agent/s) and/or Underwriter/s and/ or other Advisor/s or otherwise on such terms and conditions, including issue of Equity Shares as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor (s), as the Board may, in its absolute discretion, decide at the time of issue of the Equity Shares.

RESOLVED FURTHER THAT –

i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;

ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari passu with the existing Equity Shares of the Company;

iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;

iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit

without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned with the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., with such agencies, to seek the listing of Equity Shares on one or more recognized Stock Exchange(s), as may be required.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a Committee or delegate all or any of its powers to any Director (s) or Committee of Directors/Company Secretary/other persons authorized by the Board to do such acts, deeds and things in its absolute discretion as it deems necessary or expedient in connection with the creation, offer, issue, allotment, dematerialization or listing of the Equity Shares, etc., including, without limitation, the following:

i) appointing managers, arrangers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, intermediaries or advisors, whether in India or abroad, and finalizing the terms of and entering into or execution of all such agreements, arrangements or other documents with any such agencies, intermediaries or advisors, as may be required or expedient;

ii) applying for and obtaining the consent of any relevant regulatory authorities/agencies, the Company's lenders/creditors, or any other parties (including, without limitation, any experts or persons with whom the Company has entered into commercial or other agreements), as may be required or expedient;

iii) finalization and approval, and making arrangements for the submission, of the preliminary and/or draft and/or final placement document/offering circulars/information memoranda/prospectuses/offer documents, and any addenda or corrigenda thereto, with any applicable regulatory authorities or agencies, as may be required;

iv) determining the pricing and terms of the Equity Shares, the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, determining the fixed / floor price as the case may be and the final allotment price in accordance with the SEBI ICDR Regulations and/or any other applicable laws (including any discount as may be permitted under applicable law or any premium amount on issue), the date for the opening and closure of the subscription period for the Equity Shares (including the extension of such subscription period, as may be necessary or expedient), and all other related matters insofar as may be permitted under applicable law/s and relevant regulatory approvals;

v) approval of the letters of allotment, share certificates, listing applications, engagement letters, memoranda of understanding and any other agreements or documents, placement agreement(s), deposit agreement(s), purchase/subscription/underwriting agreement(s), trust deed(s), indenture(s), escrow agreement(s), etc., including amending, varying or modifying the same, as may be necessary or expedient;

vi) opening one or more bank accounts in the name of the Company or otherwise, in Indian currency or foreign currency(ies), with such banks in India and/or such foreign countries, as may be necessary or expedient in connection with the issue and allotment of the Equity Shares;

vii) finalization of the basis of allotment of the Equity Shares on the basis of the subscriptions received (including in the event of over-subscription);

viii) to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Equity Shares and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise; seeking listing of the Equity Shares on any Indian stock exchanges, submitting listing applications to such stock exchanges and taking all actions that may be necessary in connection with obtaining or ensuring such listing;

ix) convening any meetings of the shareholders of the Company either by way of an extraordinary general meeting or passing resolutions through postal ballot;

x) authorization of any director or officers of the Company, including by the grant of powers of attorney and/or on joint and/or several basis, to do such acts, deeds and things as the authorized person/s in his or their absolute discretion may deem necessary or expedient in connection with the offer, issue and allotment of the Equity Shares; and all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or expedient, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Equity Shares."

ITEM NO.2: Payment of Remuneration to Mr. D. Sathyanarayan (DIN: 08489439), Non-Executive 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 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 Mr. D. Sathyanarayan (DIN: 08489439), Non-Executive Non-Independent Director of the Company, for the period from 1st April 2022 till 31st March 2023, as set out in the Explanatory Statement annexed to the Notice, be and is hereby approved."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and 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.

By Order of the Board
For Hatsun Agro Product Limited
Sd/-
G. Somasundaram
Company Secretary

Place: Chennai
Date: 01.12.2021

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. Postal Ballot Notice is being sent to the Members through electronic mode whose email addresses are registered with the Company/RTA viz., Integrated Registry Management Services Pvt. Ltd. / Depositories. Physical Notice and Ballot papers along with pre-paid postal envelopes are sent to the Shareholders who have not registered their email ids with the Company / RTA / Depositories. Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system and physical mode.
3. The Notice is available on the Company's website www.hap.in and the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the National Securities Depsitory Limited ("NSDL") at https://www.evoting.nsdl.com.
4. The Company has appointed Mr. N Ramanathan (FCS 6665), 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.
5. 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 10.12.2021.

Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of Sections 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, to the members to cast their votes electronically on all the resolutions as 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. Members are requested to cast their electronic vote separately under the respective EVEN numbers created separately for fully paid up equity shares and partly paid up equity shares.

The e-voting facility is available at the link https://www.evoting.nsdl.com

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

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and

	you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

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

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

c) How to retrieve your 'initial password'?

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

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

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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

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

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

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

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

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **secretarial@csdhanapal.com** with a copy marked to evoting@nsdl.co.in.

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **Ms. Soni Singh** at evoting@nsdl.co.in

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

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

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

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

DISCLOSURES PURSUANT TO SECRETARIAL STANDARDS – 2

Profile of the Director pertaining to fixation of Remuneration

Name of the Director	**Mr. D Sathyanarayan**
Director Identification Number (DIN)	08489439
Date of Birth and Age	14-06-1959 (62 Years)
Date of Appointment at current designation /Date of first appointment on the Board	21st June 2019
Profile/Qualifications & Experience	Mr. D.Sathyanarayan has more than three decades of experience in handling Factory operations, Food Safety, Quality control aspects and setting up of new plant/s.
Details of Remuneration sought to be paid	As detailed in the explanatory statement.
Remuneration last drawn	Entitled to a Sitting Fee of Rs. 50,000/- per meeting of the Board. Entitled to a monthly Remuneration of Rs. 50,000/- from 01.04.2021 till 31.03.2022 which was approved by the Shareholders of the Company by way of passing a Special Resolution through postal ballot on 2nd March, 2021.
Directorship in other Companies & Membership /Chairmanship of Committees of other Boards	None
Shareholding in the Company	Nil
Relationship with Other Directors, Managers and other Key Managerial Personnel of the company	None
The number of Meetings of the Board attended during the year (upto and including the date of Board Meeting held on 1st December, 2021)	During the FY 2021-22: 4 Board Meetings

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

ItemNo.1:-

The Company requires further capital to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for such further capital, the raising of funds through Further Public Offer (FPO) would be another source of funds to raise a part of the funding requirements which can be utilised for reduction of debt and general corporate purposes as may be permitted under applicable laws through the issue of Equity Shares as narrated in the resolution. This will pave the way for the Company to improve the debt equity ratio, current ratio and overall funds position. This will also improve the ability of the Company for additional borrowings from the Banks in future if required.

Accordingly, the Company proposes to issue Equity Shares by way of a FPO in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI Regulations').

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares will be decided by the Board (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being for exercising the powers conferred on the Board by the resolution) based on an analysis of the specific requirements after consulting all the concerned.

Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to be appointed for FPO.

The equity shares, if any, allotted on FPO shall be fully paid up and shall rank in all respects pari-passu with the existing Equity Shares of the Company.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued.

However, the same would be in accordance with the provisions of the SEBI Regulations, the Companies Act, 2013, and other guidelines/regulations/consents as may be applicable or required.

The Stock Exchange for the same purpose is the BSE Limited/National Stock Exchange of India Limited.

The Board of Directors recommend the Resolution at Item No.1 of the Notice for the approval of Members of the Company.

The Board of Directors recommends the passing of this Resolution as a Special Resolution. None of the Directors/Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except like that of any other Shareholder of the Company.

Item No.2:-

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Members by way of Special Resolution is required every year, if the Remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the remuneration and benefits, payable to Mr. D. Sathyanarayan for the period from 1st April 2022 till 31st March 2023, as provided below:

(a) Monthly remuneration of Rs. 50,000/- aggregating to Rs. 6,00,000/- for the period from 1st April 2022 till 31st March 2023;
(b) Provision of Travelling, Conveyance, Boarding and Lodging Facilities for the services rendered by him periodically.

In addition to coverage under Personal Accident Insurance and sitting fees for attending the meetings of the Board, Mr. D. Sathyanarayan would be entitled to a remuneration as mentioned above and as covered in the proposed Resolution under Item No. 2 and as may be determined by the Board.

Mr. D. Sathyanarayan does not hold any equity share in the Company. He does not hold any share in the Company on a beneficial basis for any other person. Mr. D. Sathyanarayan and his relatives are interested in the Resolutions. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends the Resolution for your approval.

By Order of the Board
For Hatsun Agro Product Limited
Sd/-
G. Somasundaram
Company Secretary

Place: Chennai
Date: 01.12.2021

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.	Approval for Issuance of Equity Shares through Further / Follow On Public Offer.			
2.	Approval for Payment of Remuneration to Mr D Sathyanarayan, Non Executive Non Independent Director.			

Place:

Date: **(Signature of the Member)**

E- VOTING DETAILS		
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 15th January 2022.

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. N. Ramanathan, 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 Saturday, the 15th January 2022. 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 10th December 2021.
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 last date of e-voting / receipt of physical ballot papers i.e., Saturday, 15th January 2022 shall be the effective date of passing of the resolutions.