

HATSUN AGRO PRODUCT LTD

HAPL\SEC\ 317 \2015-16

31-May-2016

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,

Sub: Intimation of Notice of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has issued notice to the members of the Company whose name appeared on the Register of Members as on cut-off date 20th May 2016, to seek consent of the members through postal ballot and remote e-voting on the resolution mentioned in the Notice.

We are hereby submitting a copy of the notice of Postal Ballot in terms of the applicable provisions of the law to the Stock Exchange(s).

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For **HATSUN AGRO PRODUCT LIMITED**


S.Narayan
Company Secretary

AROKYAT
MILK

HATSUN

Arum
ICECREAMS

ibaco
YOUR ICE CREAM DESTINATION



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@hatsun.com | Website: www.hatsun.com

NOTICE ISSUED TO 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 capitalization of General Reserves Account for issue of Bonus Equity Shares by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the 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 so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M on, Wednesday, the 29th day of June, 2016. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman and Managing Director of the Company on Friday, 1st July 2016. The results of the postal ballot will be declared by the Chairman and Managing Director or in his absence by the Joint Managing Director authorised by the Board in this regard on Friday, 1st July 2016 at 2.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company www.hatsun.com. The results shall be intimated to the Stock Exchange 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 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 despatching Postal Ballot forms physically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer at the address given in the notice 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 Resolution, if approved, will be taken as passed effectively on the date of declaration of results.

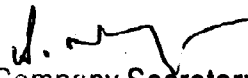
Proposed Resolution:

ITEM NO. 1 - CAPITALISATION OF RESERVES FOR ISSUE OF BONUS EQUITY SHARES

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 Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to capitalise, a sum upto Rs. 4,34,76,659/- (Rupees Four Crores Thirty Four Lakhs Seventy Six Thousand Six Hundred and Fifty Nine only), out of the sum standing to the credit of General Reserves Account of the Company and such capitalised amount be applied for the allotment of Bonus shares in the ratio of 2 (Two) Equity Shares of Re.1/- (Rupee One Only) each credited as fully paid up for every 5 (Five) eligible existing fully paid-up Equity Shares of Re.1/- (Rupee One only) each held by the members at the close of business on such date (hereinafter referred to as "the Record Date") to be hereinafter fixed by the Board."

For HATSUN AGRO PRODUCT LTD.


Company Secretary

"RESOLVED FURTHER THAT the new Bonus Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari-passu with the existing fully paid up equity shares of the Company, with a right, to participate in dividend in full, if any, to be declared after the date of allotment of these equity shares."

"RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the said bonus shares but in the case of members who opt to receive the bonus shares in dematerialised form, the bonus shares aforesaid shall be credited to the beneficiary accounts of the shareholders with their respective depository participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders who opt to receive the bonus shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities."

"RESOLVED FURTHER THAT no fractions, if any, arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company to those Share holders and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominee(s) to be appointed by the Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements."

"RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors shall be subject to the applicable regulations of Foreign Exchange Management Act, 1999 and approvals of Reserve Bank of India, if necessary."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

By Order of the Board

For HATSUN AGRO PRODUCT LIMITED

SD/-

R.G.CHANDRAMOGAN

CHAIRMAN AND MANAGING DIRECTOR

Place: Chennai

Date: 27-05-2016

Notes:

1. The explanatory statement and reasons for the proposed resolution as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. 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 20.05.2016
3. In compliance with provisions of Section 108 and 110 of the Act 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 given as part of this notice.

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 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.

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

For HATSUN AGRO PRODUCT LTD.


Company Secretary

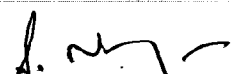
Steps for Remote e-voting

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 this 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 29th June 2016. 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 share holders as on 20th May 2016.
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.

For HATSUN AGRO PRODUCT LTD.


Company Secretary

General Instructions:

1. The remote e-voting period commences on 9.30 A.M. on Tuesday, 31st May 2016 and ends on 5.00 P.M. on Wednesday, 29th June 2016. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date 20th May 2016, 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.
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 20th May 2016
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hatsun.com and on the website of the NSDL within two days of the declaration of result. 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 do not vote by Physical Ballot or vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

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

ITEM NO.1

The equity shares of your Company are listed and actively traded on The National Stock Exchange of India Limited and the BSE Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board of Directors at its meeting held on 27th May, 2016, has recommended that the shareholders of the Company may be rewarded with a bonus issue of equity shares by capitalising the General Reserves Account. The Board has recommended the issue of Bonus Equity Shares in proportion of 2 (Two) Bonus Equity Shares of Re.1/- each credited as fully paid-up for every 5 (Five) eligible existing fully paid-up Equity Shares of Re.1/- each held by the members as on a "Record Date" to be fixed by the Board of Directors.

The issue of Bonus shares requires the approval of the members of the Company. Further, it is necessary to authorise the Board to take all necessary actions and to complete all the regulatory formalities in connection with the Bonus issue.

The new equity shares shall rank pari-passu in all respects with the existing equity shares of the Company, including in relation to rights to dividend for the financial year in which shares are allotted.

Subject to the approval of this resolution, the Board may issue Bonus Shares to the eligible members determined as on the Record Date fixed by the Board.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except as shareholders of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

By Order of the Board

For HATSUN AGRO PRODUCT LIMITED

Place: Chennai

SD/-

Date: 27-05-2016

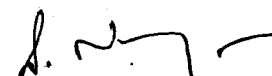
R.G.CHANDRAMOGAN

CHAIRMAN AND MANAGING DIRECTOR

Encl:

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

For HATSUN AGRO PRODUCT LTD.


Company Secretary

**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@hatsun.com | Website: www.hatsun.com

Serial No.

POSTAL BALLOT FORM

(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 Special Resolution enumerated below by recording my Assent or dissent to the said resolution 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.	Capitalisation of reserves for issue of Bonus Equity Shares			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

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 29th June 2016

For HATSUN AGRO PRODUCT LTD

Company Secretary

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 Wednesday, the 29th day of June, 2016. 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 Enterprises (India) 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 20th May, 2016.
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.hatsun.com 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., 1st July, 2016 shall be the effective date of passing of the resolutions.

For HATSUN AGRO PRODUCT LTD



Company Secretary