

HATSUN AGRO PRODUCT LTD

HAPL\SEC\330\2016-17

01-July-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 Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Reg.,

This is further to our letter ref.no.HAPL/SEC/317/2015-16 dt: 31st May, 2016 intimating notice of postal ballot being sent to the shareholders along with postal ballot forms.

Mr. S.Dhanapal, Senior Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted his report dt: 1st July, 2016 to the Chairman of the Company. In accordance with the said report, the results were declared by Mr. C.Sathyan, Executive Director of the Company, at the registered office of the Company today, i.e., 1st July, 2016.

The summarised result of the Postal Ballot is as follows:

Date of Declaration of results of Postal Ballot: 1st July 2016

Total number of shareholders as on 20th May 2016: 6184
(cut-off date for reckoning the voting rights of shareholders)

Details of Agenda: Capitalisation of Reserves for Issue of Bonus Equity Shares

Resolution required : Special Resolution

Mode of Voting: Postal Ballot \ E-voting

Results : Resolution was carried out with requisite majority.

Total number of Ballots received : 485

Total Valid Ballots : 477

For HATSUN AGRO PRODUCT LTD


Company Secretary

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Resolution No. 1 – Capitalisation of Reserves for issue of Bonus Equity Shares (Special Resolution)

Promoter/ Public	No. of shares held# (1)	No. of votes polled* (2)	% of votes polled on o/s shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter & Promoter Group	81205372	81205372	100.00	81205372	0.00	100.00	0.00
Public – Institutional Holders**	3555442	599760	16.87	599760	0.00	100.00	0.00
Public - Others	23930834	8820717	36.86	8820527	190	100.00	0.00
Total	108691648	90657125	83.41	90625659	190	99.64	0.00021

voting rights are in proportion to shares held as on 20th May, 2016.

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

The number of votes polled in favour of the Special Resolution is 99.99979 % (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

The above results are announced by Mr.C.Sathyan, Executive Director on 1st July 2016 at the Registered Office of the Company.

We enclose herewith a copy of the Scrutinizer's Report for your reference.

Thanking you,

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


S.NARAYAN
COMPANY SECRETARY.



AROKYA
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Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S
R. Pratheepa, B.C.S., A.C.S
T. Murugan, B.Sc., A.C.A., A.C.S

S Dhanapal & Associates

Practising Company Secretaries

Branch Office :

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Munusamy Road, K.K. Nagar,
Chennai - 600 078.
Ph. : 044-2366 1875 / 4206 6360
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Suite No. 103, First Floor, Kaveri Complex,
No. 96/104, Nungambakkam High Road,
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Nungambakkam, Chennai - 600 034.
Phone No. 044-45530256 / 257
Direct Number : 044 - 42652127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

Report of Scrutinizer

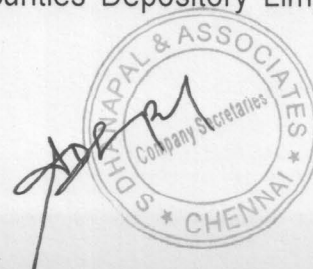
[Pursuant to Section 108 & 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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

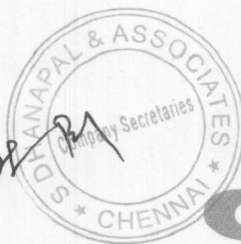
Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, was appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolution as set out in the notice of postal ballot dated 27.05.2016 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 submit my report as under:

1. The Company has completed on 31st May 2016 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on 20th May 2016.
2. The shareholders of the Company had option to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).



3. The physical postal ballot forms were received by and kept under safe custody of the Registrar and Transfer Agent of the Company, M/s. Integrated Enterprises (India) Limited, before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were handed over to me on close of working hours of 29.06.2016 for my scrutiny.
5. With the support of the Registrar and Transfer Agent, the Postal Ballot forms were scrutinized and signatures of Members, who had cast their votes, were verified as also the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 20th May, 2016 maintained by them.
6. All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 29.06.2016 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on NSDL portal as per the notice of postal ballot dated 27th May 2016.
7. Envelopes containing Postal Ballot forms received after the close of working hours on 29.06.2016 were not considered for my scrutiny.
8. It was informed by the Company that the envelopes containing Postal Ballot forms undelivered by the postal authorities aggregated to 337 numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. One member had cast his vote both on e-voting and through physical postal ballot form. The vote cast through electronically has been treated as invalid for the purpose of the results of voting and vote cast through physical ballot has been taken.


11.A summary of the votes cast electronically and physical Postal ballot forms received, is given below:

Resolution No. 1 – Capitalisation of Reserves for Issue of Bonus Equity Shares

	No. of Equity shares			No. of Members		
	e-voting (electronic)	Physical Ballot Forms	Total	e-voting (electronic)	Physical Ballot Forms	Total
Total votes cast	86044512	4612613	90657125	118	367	485
Less: invalid votes	26000	5276	31276	1	7	8
Net valid votes cast	86018512	4607337	90625849	117	360	477
Votes cast in favour	86018397	4607262	90625659	115	359	474
Votes Cast against	115	75	190	2	1	3

% of total votes cast in favour of the resolution: 99.99979%

% of total votes cast against the resolution: 0.00021%

12. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 all the documents relating to postal ballot and e-voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.

13. In view of the above voting results, the resolution as contained in the said notice has received requisite majority, therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

Thanking You,

Yours faithfully,

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

Place: Chennai
Date: 01.07.2016


S Dhanapal
 Sr. Partner
 Membership #F6881
 CP #7028

HATSUN AGRO PRODUCT LTD

MINUTES OF THE DECLARATION OF RESULT OF THE POSTAL BALLOT HELD ON 1st JULY, 2016, AT 2.00 P. M. AT THE REGISTERED OFFICE OF THE COMPANY AT DOMAINE, DOOR NO.1/20A, RAJIV GANDHI SALAI (OMR), KARAPAKKAM, CHENNAI 600 097.

PRESENT

Mr.C.Sathyan :Executive Director

Mr. S.Narayan :Company Secretary

Mr. S.Dhanapal - Scrutinizer

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice along with explanatory statement dated 27th May, 2016 was sent to the Members of the Company for passing of the below mentioned special resolution by Postal Ballot. The voting rights were reckoned on the paid up value of shares registered in the name of the shareholders as on 20th May, 2016. Newspaper advertisement informing the date of completion of dispatch (of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form) was published, both in English and Tamil, on 31st May, 2016.

The Board of Directors at their meeting held on 27th May, 2016, had appointed Mr. S.Dhanapal, Senior Partner of S.Dhanapal & Associates., Practicing Company Secretaries, as the Scrutinizer to receive and scrutinize the filled in forms from the Members and for conducting the postal ballot process in a fair and transparent manner. The Company had provided the facility of e-voting through National Securities Depository Limited and also ballot voting facility to the shareholders to enable them to cast their votes on the resolutions proposed in the said Notice. The e-voting commenced on 31st May, 2016 and ended on 29th June, 2016. The last date for accepting ballot votes from the shareholders was 29th June, 2016.

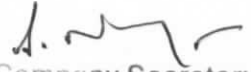
The Company Secretary informed that Mr. S.Dhanapal, Scrutinizer, had carried out the scrutiny of all votes cast through electronic mode and the postal ballot forms received upto the close of working hours (5.00 p.m.) on 29th June, 2016. Accordingly, the Scrutinizer has submitted his report to the Company Secretary.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of voting by Postal Ballot as under:

Total number of Ballots received : 485

Total Valid Ballots : 477

For HATSUN AGRO PRODUCT LTD


Company Secretary

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

The number of votes polled in favour of the Special Resolution is 99.99979 % (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority.

The Chairman, after announcing the results, directed that the resolution be recorded in the Minutes Book recording the proceedings of General Meetings of the Members and authorized the Company Secretary to announce the postal ballot results to all the concerned authorities and to upload the same on concerned web-sites.

The Special Resolution duly approved by the Member is as under:-

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 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.

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[Signature]
Company Secretary

HATSUN AGRO PRODUCT LTD

Corporate office:
Domaine, Door No: 1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam,
Chennai - 600 097, India.
T: 044-24501622
F: 044-24501422
E: info@hatsun.com
CIN: L15499TN1986PLC012747

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."

"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 Shareholders 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."

Date: 01.07.2016

Sd/-

Place: CHENNAI

CHAIRMAN

Date of entry in Minutes Book : 1st July 2016

Date of Signing : 1st July 2016

//CERTIFIED TRUE COPY//
For Hatsun Agro Product Limited


S. Narayan

Company Secretary



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