
Notice to Shareholders

NOTICE is hereby given that the Thirtieth Annual General Meeting of **HATSUN AGRO PRODUCT LIMITED** will be held on Friday, the **28th day of August, 2015** at **10.15 A.M.** at JD Mahal, Ground Floor, No.300, 200 Feet Radial Road, Kovilambakkam, Chennai 600 117 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To ratify and confirm the payment of interim dividends on equity shares for the financial year 2014-15.
3. To appoint a Director in place of Shri R.G. Chandramogan who retires by rotation and being eligible, offer himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee and pursuant to the resolution passed by the members at the Annual General Meeting held on July 31, 2014, the appointment of M/s. S.R.Batliboi & Associates, LLP, Chartered Accountants (Firm registration number 101049W), as the auditors of the Company to hold office till the conclusion of Thirty Second Annual General Meeting of the Company to be held in the calendar year 2017 (subject to ratification of the appointment by the members at every Annual General Meeting by means of an Ordinary Resolution to be held after this Annual General Meeting) be and is hereby ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors.”

SPECIAL BUSINESS:

5. Appointment of Dr. Chalini Madhivanan as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Dr. Chalini Madhivanan, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd September, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Dr. Chalini Madhivanan as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019, not liable to retire by rotation.”

6. Appointment of Shri Balaji Tammineedi as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Shri Balaji Tammineedi, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd September, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Shri Balaji Tammineedi a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019, not liable to retire by rotation.”

7. Approval for fixation of remuneration of Cost Auditors

To consider and if thought fit, to pass with or without modification, 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. STR & Associates, Cost Accountants (Firm Registration Number 000029) 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, 2016, be paid the remuneration amounting to Rs.1 lakh (Rupees One lakh Only) excluding applicable taxes and out of pocket expense, if any.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To approve payment of donation to Raja K.S.P Ganesan Charities for carrying out Corporate Social Responsibility Activities.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into an arrangement with Raja K S P Ganesan Charities, a registered charitable trust being managed by Shri R.G. Chandramogan, Chairman and Managing Director and Shri C. Sathyan, Executive Director along with other co-trustees, by way of contribution of donation or otherwise utilize the Trust in one or more projects or programmes relating to the Company’s Corporate Social Responsibility activities as envisaged under Schedule VII of Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Section 135 of the Companies Act, 2013 and for matters connected therewith or ancillary thereto subject to a maximum of Rs. 3 crore during the financial year 2015-16.”

“**RESOLVED FURTHER THAT** the Board of Directors or Corporate Social Responsibility Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds and things as may be deemed necessary, proper and desirable.”

By order of the Board
For HATSUN AGRO PRODUCT LIMITED
Sd/-

S. Narayan
Company Secretary

Place: Chennai
Date: 17th June, 2015

Registered Office:

Domaine, Door No.1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam, Chennai 600 097.
CIN: L15499TN1986PLC012747

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the Commencement of the meeting. A blank proxy form is attached.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Members/Proxies should bring duly filled Attendance Slip sent herewith to attend the meeting.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th August, 2015 to 28th August, 2015 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2014-15.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

8. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons seeking appointment/re-appointment as Director, is provided in the annexure.

9. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

10. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrar and Share Transfer Agent (RTA), M/s. Integrated Enterprises (India) Limited (IEIL), Bangalore. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and IEIL to provide efficient and better services.

11. Members holding shares in physical form are requested to send all correspondence with respect to the updation of their bank details, transfer of shares, change of address, conversion of physical shares into Demat form etc., to IEIL, Bangalore.

12. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or IEIL, for assistance in this regard.

13. Members may visit Company's website: www.hatsun.com and contact us at e-mail: secretarial@hatsun.com.

14. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35 of the Listing Agreement, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by National Securities Depository Limited for all items of business as set out in the notice of the Annual General Meeting and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the Annual General Meeting and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again. The Notice of the 30th Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post.

15. The Company is concerned about the environment and utilises the natural resources in a sustainable way. We request you to update your e-mail address with your Depository Participant or RTA to enable us to send Annual Report, Notices and all other communications via e-mail.

16. Members who are holding shares in more than one folio are requested to intimate to the Registrar and Share Transfer Agent, the details of all folio numbers for consolidation into a single folio.

17. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank account of Members. Members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code), in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with IEIL.

18. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of the meeting.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/IEIL.

20. Members are requested to check whether they have encashed Dividend Warrants for the earlier years. If the Dividend Warrants have become time-barred/lost, please apply for revalidation/fresh dividend warrant before the last dates indicated below:

DIVIDEND FOR THE YEAR	RATE OF DIVIDEND	DATE OF DECLARATION	DATE ON WHICH UNPAID AMOUNT IS REQUIRED TO BE TRANSFERRED TO IE&PF	SHAREHOLDERS SHOULD APPLY LATEST BY
2007-08	35%	22/09/2008	29/10/2015	09/10/2015
2008-09	30%	16/06/2009	23/07/2016	03/07/2016
2009-10	15%	04/08/2010	11/09/2017	21/08/2017
2010-11	30%	02/11/2010	09/12/2017	19/11/2017
2010-11	25%	14/02/2011	23/03/2018	03/03/2018
2011-12	110%	13/02/2012	21/03/2019	01/03/2019
2011-12	20%	10/08/2012	17/09/2019	27/08/2019
2012-13	80%	14/11/2012	21/12/2019	01/12/2019
2012-13	50%	31/01/2013	09/03/2020	19/02/2020
2012-13	40%	30/05/2013	06/07/2020	16/06/2020
2013-14	150%	30/10/2013	06/12/2020	16/11/2020
2013-14	100%	23/01/2014	01/03/2021	10/02/2021
2014-15	60%	24/01/2015	02/03/2022	11/02/2022
2014-15	120%	28/05/2015	04/07/2022	13/06/2022

During the year 2014-15, an amount of Rs. 92,712/- being unclaimed dividend pertaining to the financial year 2006-07 and an amount of Rs.1,11,293/- being unclaimed interim dividend pertaining to the financial year 2007-08 were transferred to Investor Education & Protection Fund (IEPF).

In terms of Section 205C of the Companies (Amendment) Act, 1999, all dividend amounts, which remain unclaimed and unpaid for a period of seven years, will be transferred to the Investor Education & Protection Fund (IEPF). The details of shareholders who have not encashed their dividend warrants are available in Company's website www.hatsun.com.

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

ITEM NO.5

The Board, at its meeting held on 23rd September, 2014 appointed Dr. Chalini Madhivanan as an Additional Director of the Company w.e.f from 23rd September, 2014 under the category of Non-Executive and Independent Director, pursuant to Section 161 of the Companies Act, 2013 read with Article 102 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Chalini Madhivanan will hold office only up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 alongwith a deposit of Rs. 1,00,000/-, from a member proposing the candidature of Dr. Chalini Madhivanan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board of Directors believes that the association of Dr. Chalini Madhivanan with the Company shall be beneficial to the progress of the Company. Further, the Company has received from her, the required consent letter and also intimations and disclosures required under Section 164 and 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and also a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Chalini Madhivanan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management.

The resolution seeks the approval of members for the appointment of Dr. Chalini Madhivanan as an Independent Director of the Company for five consecutive years for a term up to 22nd September, 2019.

The Board recommends the resolution set forth in Item No.5 for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives except Dr. Chalini Madhivanan to whom the resolution related are concerned or interested in the Resolution.

ITEM NO.6

The Board, at its meeting held on 23rd September, 2014, appointed Shri Balaji Tammineedi as an Additional Director of the Company w.e.f from 23rd September, 2014 under the category of Non-Executive and Independent Director,

pursuant to Section 161 of the Companies Act, 2013 read with Article 102 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Balaji Tammineedi will hold office only up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 alongwith a deposit of Rs. 1,00,000/-, from a member proposing the candidature of Shri Balaji Tammineedi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board of Directors believe that the association of Shri Balaji Tammineedi with the Company shall be beneficial to the progress of the Company. Further, the Company has received from him, the required consent letter and also intimations and disclosures required under Section 164 and 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and also a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Balaji Tammineedi, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

The resolution seeks the approval of members for the appointment of Shri Balaji Tammineedi as an Independent Director of the Company for five consecutive years for a term up to 22nd September, 2019.

The Board recommends the resolution set forth in Item No.6 for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives except Shri Balaji Tammineedi, to whom the resolution relates, are concerned or interested in the Resolution.

ITEM NO.7

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of Rs.1 lakh 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 Act 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. The Board recommends the resolution set forth in Item No.7 for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution.

ITEM NO.8

The Raja K.S.P Ganesan Charities is a registered trust established on 10th April 2002 with the main objective of providing educational assistance to the needy public towards promoting education amongst the needy public by granting scholarship to deserving students. The Trust has an established track record of more than three years, as it has been in operation since 2002 and is equipped with necessary infrastructure facilities and human resources to execute socially relevant objectives. Your company wish to make a major contribution to the Trust during the financial year 2015-2016 as part of carrying out its Corporate Social Responsibility Activities (CSR Activities). The Company propose to donate the funds earmarked for spending towards CSR activities commencing from the financial year 2015-2016 to carry out project and programmes of the Trust as the activities are socially relevant and in line with the CSR Policy of the Company and the activities mentioned under Schedule VII of Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Section 135 of the Companies Act, 2013.

The disclosure as required under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules 2014 is provided hereunder:

Name of the Related Party	Raja K.S.P Ganesan Charities, a registered charitable trust.
Name of the Director or Key Managerial Personnel who is related	Shri R.G. Chandramogan, Chairman and Managing Director and Shri C. Sathyan, Executive Director. No other Director or Key Managerial Personnel and relatives are related in the transactions.
Nature of Relationship	Shri R.G. Chandramogan and Shri C. Sathyan are the managing trustees to the Raja K.S.P Ganesan Charities, among others.
Nature, Material Terms, Monetary value and particulars of the contract or arrangement.	The Raja K.S.P Ganesan Charities is a registered trust established on 10th April 2002 with the main objective of providing educational assistance to the needy public towards promoting education amongst the needy public by granting scholarship to deserving students. The Trust has an established track record of more than three years as it has been in operation since 2002 and is equipped with necessary infrastructure facilities and human resources to execute socially relevant objectives. The Board of Director of your Company wish to carry out its CSR activities through this registered trust by donating the funds earmarked for spending towards CSR activities commencing from the financial year 2015-2016 and to carry out projects in line with the CSR Policy of the Company and the activities mentioned under Schedule VII of Companies (Corporate Social Responsibility Policy) Rules 2014. The contribution amount shall be in accordance with Section 135 of Companies Act, 2013 read with Schedule VII of Companies (Corporate Social Responsibility Policy) Rules 2014.

<p>Any other information relevant for the members to take a decision on the proposed special resolution.</p>	<p>Shri R.G. Chandramogan and Shri C. Sathyan other than being one of the managing trustees to the Raja K.S.P Ganesan Charities, do not have any other pecuniary or material interest in the Trust.</p>
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The Board of Directors recommend the special resolution set forth in Item No.8 for the approval of the Members as Shri R.G. Chandramogan, Chairman and Managing Director and Shri C. Sathyan, Executive Director of the Company are also the managing trustees to the above mentioned Trust and that they may be construed as related parties as per the provisions of Section 188 Companies Act, 2013 read with Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules 2014.

None of the Directors or Key Managerial Personnel and their relatives except Shri R.G. Chandramogan, Chairman and Managing Director and Shri C. Sathyan are concerned or interested in the resolution.

By order of the Board
For HATSUN AGRO PRODUCT LIMITED
Sd/-
S. Narayan
Company Secretary

Place: Chennai
Date: 17th June, 2015

Registered Office:

Domaine, Door No.1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam, Chennai 600 097.
CIN: L15499TN1986PLC012747

PROFILE OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED

The brief resume of each of the Directors who are proposed to be appointed/re-appointed is given below:

Name of the Director	Shri R.G. Chandramogan	Dr. Chalini Madhivanan	Shri Balaji Tammineedi
Director Identification Number (DIN)	00012389	02982290	00127833
Date of Birth	01-March-1949	04-April-1957	07-October-1960
Date of Appointment	04-March-1986	23-September-2014 as an Additional Director.	23-September-2014 as an Additional Director.
Profile	Shri R.G. Chandramogan is the promoter of the Company. He is the Chairman and Managing Director of the Company. He initially started ice cream business in the early 1970s and later ventured into milk and milk related products. In the year 1986 he formed the business into a Private Limited Company, which was later converted into a Public Limited Company.	Dr. Chalini Madhivanan is a graduate from Madurai Medical College and a post graduate in Ophthalmology at RIOGOH, Chennai. She holds the position of an Executive Director of M/s. M.N. Eye Hospital Private Limited. She has presented more than 100 papers in State and international conferences and has conducted scientific workshops in State and All India conferences. Apart from her medical profession, she is also a prolific writer and her book 'Pulanuruppugal - Thoguthy III' written in Tamil on eyes, under Thamil Valarchi Kalagam, was published in 1996 by the Central Government.	Shri Balaji Tammineedi is an entrepreneur and has more than two decades of experience in Dairy Industry. He is the Managing Director of M/s. Jyothi Steel Industries (India) Private Limited. He holds a post graduate degree in Management.
Directorship in other Companies	City Union Bank Ltd Angel Equity Management Pvt Ltd. Tonokya Food Pvt Ltd.	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	Holds 6,26,28,622 Equity Shares as on 31st March, 2015.	Nil.	Holds 81,730 Equity Shares in the Company as at 31st March, 2015.

INSTRUCTIONS FOR E-VOTING

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 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 convening the 30th Annual General Meeting to be held on Friday, the 28th Day of August, 2015 at 10.15 A.M. (IST). 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>

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password
102021		

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 28th August 2015.

STEPS FOR REMOTE E-VOTING

1. Open the internet browser and type the following URL:
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 on 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 authorised signatory(ies) who are authorized to vote, to the Scrutiniser 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).

GENERAL INSTRUCTIONS:

1. The facility for voting through ballot/poll paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on 9.30 A.M. on Monday, 24th August, 2015 and ends on 5.00 P.M. on Thursday, 27th August, 2015. The remote e-voting will be blocked forewith at the end of the remote e-voting period. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 21st August, 2015, 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.
4. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the 21st August, 2015 cut-off date (and who have not cast their vote electronically during currency of remote e-voting, may only cast their vote at the Annual General Meeting.
5. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e. 21st August, 2015 may obtain the login ID and password by sending a request in writing at evoting@nsdl.co.in. Those shareholders who receive the annual report and are not members on the cut off date should treat the annual report as information only as they are not eligible to vote. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
6. 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 at the Annual General Meeting through ballot paper.
7. Shri N. Ramanathan, Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries (Membership No.FCS 11084) has been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.

8. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

9. The Scrutiniser shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 21st August, 2015.

11. The results declared along with the consolidated Scrutiniser's Report shall be placed on the Company's website www.hatsun.com and on the website of the NSDL immediately after the results are declared by the Chairman or a person authorised by him in writing and the same shall be communicated simultaneously to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 30th Annual General Meeting of the Company.

By order of the Board
For HATSUN AGRO PRODUCT LIMITED
Sd/-
S. Narayan
Company Secretary

Place: Chennai
Date: 17th June, 2015

Registered Office:
Domaine, Door No.1/20A,
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