



HATSUN AGRO PRODUCT LTD.

HAPL\SEC\093\2014-15

28-October-2014

Bombay Stock Exchange 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: Results of Postal Ballot on the resolution as proposed in the Postal Ballot Notice dt: 23rd September, 2014 & Disclosure of voting results as per clause 35A of listing agreement

This is further to our letter ref.no. HAPL\SEC\082\2014-15 dt:27-09-14 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: 28th October, 2014 to the Chairman of the Company. In accordance with the said report, the results were declared by Mr. R.G.Chandramogan, Chairman and Managing Director of the Company, in terms of notice of postal ballot, at the registered office of the Company today, i.e., 28th October. 2014.

In this connection, we are attaching a copy of the Scrutinizer's Report for your reference.

The summarised result of the Postal Ballot is as follows:

Resolution No. 1 – Issue of Equity Shares of Preferential Basis to Non-Promoter Group (Special Resolution)

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	8,26,10,529	26,02,008	8,52,12,537	65	264	329
Less: Invalid votes	0	22,994	22,994	0	23	23
Net Valid votes cast	8,26,10,529	25,79,014	8,51,89,543	65	241	306
Votes cast in favour	8,26,05,825	25,71,713	8,51,77,538	53	227	280
Votes Cast against	4,704	7,301	12,005	12	14	26

For HATSUN AGRO PRODUCT LTD.

Managing Director

Registered & Corporate Office :

CIN : L15499TN1988PLC012747

DOMAINE, # 1/20A, Rajiv Gandhi Salai, (OMR) Karapakkam, Chennai - 600 097. India

Ph : 91-44-2450 1622 Fax : 91-44-2450 1422 Web : www.hatsun.com

secretarial@hatsun.com

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HATSUN AGRO PRODUCT LTD.

% of total votes cast in favour of the resolution: 99.99%

% of total votes cast against the resolution: 0.01%

Accordingly, the above said resolution has been passed by the shareholders with requisite majority.

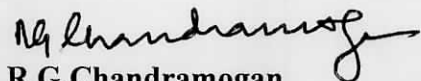
Also, attaching herewith disclosure of voting results of the postal ballot as required under clause 35A of listing agreement.

Kindly acknowledge receipt of the same and update the records.

Thanking you,

Yours faithfully,

For Hatsun Agro Product Limited



R.G.Chandramogan
Chairman and Managing Director

Encl: as above.

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Disclosure of Voting Results of Postal Ballot as required under Clause 35A of Listing Agreement

Postal Ballot Results

(As per Clause 35A of Listing Agreement)

1. Details of the Agenda: Issue of Equity Shares of Preferential Basis to Non-Promoter Group

Resolution required: Special Resolution

Manner of voting: Postal Ballot Form and Electronic voting

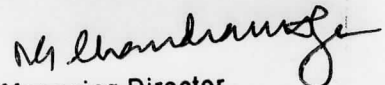
Promoter/ Public	No. of shares held# (1)	No. of votes polled* (2)	% of votes polled on o/s shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	8,07,42,030	8,07,42,030	100.00%	8,07,42,030	0	100.00%	0
Public – Institutional Holders	25,91,147	4,09,065	15.79%	4,09,065	0	100.00%	0
Public - Others	2,43,58,471	40,38,448	16.58%	40,26,443	12,005	99.70%	0.30%
Total	10,76,91,648	8,51,89,543	79.11%	8,51,77,538	12,005	99.99%	0.01%

voting rights are in proportion to shares held as on 19th September, 2014.

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

The number of votes polled in favour of the Special Resolution is 8,51,77,538 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

For HATSUN AGRO PRODUCT LTD.


Managing Director

Partners
S. Dhanapal, B.Com., B.A.B.L., F.C.S.
N. Ramanathan, B.Com., F.C.S.
Smita Chirimar, M.Com., A.C.S.
Mob No. : 96770 22712
Mob No. : 96771 23774
Mob No. : 98405 52790

S Dhanapal & Associates **Practising Company Secretaries**

Branch Offices

Virugambakkam

New No. 42, (Old 12), Reddy Street,
Virugambakkam (Near Avichi School)
Chennai - 600 092. Mobile : 96771 61824

Thiruvannmiyur

#1B, 1st Floor, Vantaga Plaza,
No.1, M.G. Road, Off: L.B. Road,
Thiruvannmiyur (Opp. Adyar Bus Depot)
Chennai - 600 041. Mobile : 96771 04891

Suite No. 103, First Floor, Kaveri Complex,
No. 96/104, Nungambakkam High Road,
(Next to Ganpat Hotel & ICICI Bank)
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

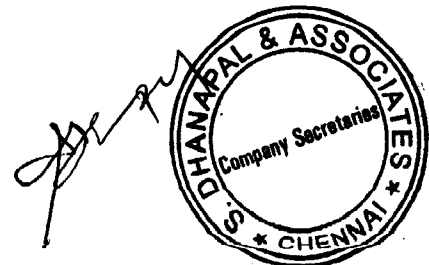
*[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
Hatsun Agro Product Limited
DOMAINE, Door No.1/20A,
Rajiv Gandhi Salai (OMR),
Karapakkam
Chennai - 600 097.

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of e-voting & postal ballot taken on the below mentioned resolution as set out in the notice of postal ballot dated 23rd September 2014 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:

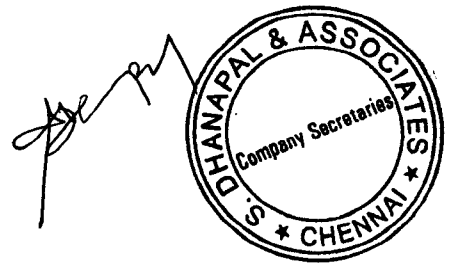
- 1.1 The Company has completed on 27.09.2014 the despatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 19.09.2014.
- 1.2 The shareholders of the Company had options to vote on the resolution 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).



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Practising Company Secretaries

- 1.3 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.
- 1.4 The postal ballot forms were handed over to me on close of working hours of 27.10.2014 for my scrutiny.
- 1.5 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 19.09.2014 maintained by them.
- 1.6 All Postal Ballot Forms received and votes cast electronically up to the close of working hours on 27.10.2014 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 23rd September, 2014.
- 1.7 Envelopes containing Postal Ballot Forms received after the close of working hours of 27.10.2014 were not considered for my scrutiny.
- 1.8 It was informed by the Company that the envelopes containing Postal Ballot Forms undelivered by the postal authorities aggregated to 423 in numbers and are kept separately by the Company.
- 1.9 There appears no defaced or mutilated Postal Ballot Forms.
- 1.10 One member had cast his vote both on e-voting and through physical postal ballot form. In terms of point no. 5 of the Notes to the notice of the postal ballot dated 23.09.2014, the vote cast through physical postal ballot form has been taken for the purpose of the result of voting and vote cast electronically has been treated as invalid.



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2. A summary of the votes cast electronically and physical Postal Ballot Forms received, is given below:

Resolution – Issue of Equity Shares on Preferential Basis to Non-Promoter Group

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	82610529	2602008	85212537	65	264	329
Less: Invalid votes	0	22994	22994	0	23	23
Net Valid votes cast	82610529	2579014	85189543	65	241	306
Votes cast in favour	82605825	2571713	85177538	53	227	280
Votes Cast against	4704	7301	12005	12	14	26

% of total votes cast in favour of the resolution: 99.99 %

% of total votes cast against the resolution: 0.01 %

3. 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.
4. In view of the above voting, the resolution as contained in the said notice has received requisite majority and therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

Thanking you,

Place: Chennai
Dated: 28.10.2014

Yours faithfully,

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



S. Dhanapal
Sr. Partner
Membership # F6881
CP. # 7028