

# HAP | Hatsun Agro Product Limited

CIN: L15499TN1986PLC012747

**Registered Office:**

No.41 (49), Janakiram Colony Main Road, Janakiram Colony,  
Arumbakkam, Chennai - 600 106, Tamil Nadu.  
E: info@hap.in | www.hap.in | Landline & Fax No - 044 4796 1124

**Corporate Office:**

Plot No 14, TNHB, TN Housing Board 'A' Road,  
Sholinganallur, Chennai - 600 119, Tamil Nadu.  
E: info@hap.in | www.hap.in | P: +91 44 2450 1622 | F: +91 44 2450 1422

**HAPL\SEC\82\2024-25**

**February 06, 2025**

**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, 5<sup>th</sup> 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 the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Postal Ballot Notice along with the Postal Ballot Form is being sent to all the members of the Company whose names appeared on the Register of Members as on the cut-off date i.e., January 31, 2025 to seek the consent of the members on the resolution mentioned in the Postal Ballot Notice.

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

Kindly take note of the same.

Thanking you,

Yours faithfully,  
**For Hatsun Agro Product Limited**

**C Subramaniam  
Company Secretary & Compliance Officer**

**Hatsun Agro Product Limited**





**HATSUN AGRO PRODUCT LIMITED**

CIN: L15499TN1986PLC012747

**Regd. Office:** No.41 (49), Janakiram Colony Main Road, Janakiram Colony, Arumbakkam, Chennai - 600106.

**Phone Number:** 044-4796 1124, **Fax:** 044-4796 1124 | **Email:** secretarial@hap.in | **Website:** www.hap.in

**Corporate Office:** No.14, TNHB, TN Housing Board "A" Road, Sholinganallur, Chennai – 600 119.

**Phone Number:** 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 that, 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 business 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.

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

The Company has appointed Mr. Ramanathan Nachiappan, Designated Partner of S Dhanapal & Associates LLP, 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 Monday, the 10<sup>th</sup> March, 2025. 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 Wednesday the 12<sup>th</sup> March, 2025. The results of the postal ballot will be declared by the Chairman or a person authorized by him in this regard on or before Wednesday the 12<sup>th</sup> March, 2025 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 e-voting will commence on Sunday, the 09<sup>th</sup> February, 2025 and close on Monday the 10<sup>th</sup> March, 2025.

The Resolutions, if approved, will be taken as passed effectively on the last date of e-voting / receipt of physical ballot papers i.e., Monday the 10<sup>th</sup> March, 2025.

## **Proposed Resolution:**

### **ITEM NO.1: Approval for the revised remuneration to Mr. J Shanmuga Priyan (DIN: 10773578) Managing Director of the Company with effect from 1st November, 2024 to 11th September, 2029.**

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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of The Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and consent of the Board, approval of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. J Shanmuga Priyan (DIN: 10773578) Managing Director of the Company for the period from 01st November, 2024 to 11th September, 2029, on the terms and conditions as mentioned below:

**Basic Salary:** Rs. 2,22,000/- per month in the scale of Rs. 2,00,000/- to Rs. 5,00,000/- per month . The increments within the scale would be decided by the Nomination and Remuneration Committee and the Board from time to time

**HRA:** Not exceeding 50% of Basic Salary per month

**Allowances:** Allowances like Special Allowance and Car allowance shall be paid not exceeding 100% of Basic Salary per month.

**Monthly Reimbursement:** Reimbursements like LTA, Dress, Education, Food and Driver Salary shall be paid not exceeding 50% of Basic Salary per month

**Gratuity and PF Provision:** Contribution to Gratuity and Provident Fund as per the rules of the Fund/Scheme or as per the rules of the company as may be applicable.

**Leave:** Mr. J Shanmuga Priyan will be allowed leave and encashment thereof as per the Rules of the Company.

In addition to the above, he may also be paid such other allowances as may be decided by the Board from time to time during his tenure as Managing Director of the Company subject to the provisions of Companies Act, 2013 and the rules made thereunder and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

**MINIMUM REMUNERATION:-**

Where in any financial year during the tenure of Mr. J Shanmuga Priyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. J Shanmuga Priyan the above remuneration by way of salary and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

**RESOLVED FURTHER THAT** the overall remuneration (Including Allowances and Reimbursements) payable to Mr. J Shanmuga Priyan shall not at any point of time exceed the limits specified in the provisions of Companies Act, 2013 and the rules made thereunder and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and / or Mr. C Subramaniam, 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/-**

**Place: Chennai  
Date: 16.01.2025**

**C Subramaniam  
Company Secretary**

**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. 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](http://www.hap.in) and on the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.
4. The Company has appointed Mr. Ramanathan Nachiappan (FCS 6665), Designated Partner, S Dhanapal & Associates LLP, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
5. The Notice will be 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 31<sup>st</sup> January, 2025. The e-voting will commence on Sunday, the 09<sup>th</sup> February, 2025 and close on Monday the 10<sup>th</sup> March, 2025.

**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 the resolution 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 under the EVEN number created for this purpose.

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.

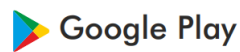
Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="507 1211 1313 1749">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="507 1760 1313 1917">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="507 1928 1313 2089">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting</li></ol>

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 held 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**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at Help Desk No.: 022-4886 7000.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911.

**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 use 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.com](mailto:evoting@nsdl.com).
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](http://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](http://www.evoting.nsdl.com) or call on Help Desk No.: 022-4886 7000 or send a request to **Ms. Pallavi Mhatre-Senior Manager** at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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](mailto: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.com](mailto:evoting@nsdl.com) 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.

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

### **Item No. 1:-**

Mr. J Shanmuga Priyan was appointed as a Managing Director by the Board at its Meeting held on 12.09.2024 for a period of 5 years i.e., from 12.09.2024 to 11.09.2029 and fixed his remuneration. The same was approved by the Members through Postal Ballot on 28.10.2024. Further, considering the contribution of Mr. J Shanmuga Priyan and the market standard, the Board of Directors at their meeting held on 16th January, 2025, with the recommendation of Nomination and Remuneration Committee, approved the revision in Gross Salary being paid to Mr. J Shanmuga Priyan (DIN: 10773578), subject to the approval of members by way of passing a Special Resolution on the following terms:

**Basic Salary:** Rs. 2,22,000/- per month in the scale of Rs. 2,00,000/- to Rs. 5,00,000/- per month . The increments within the scale would be decided by the Nomination and Remuneration Committee and Board from time to time

**HRA:** Not exceeding 50% of Basic Salary per month

**Allowances:** Allowances like Special Allowance and Car allowance shall be paid not exceeding 100% of Basic Salary per month.

**Monthly Reimbursement:** Reimbursements like LTA, Dress, Education, Food and Driver Salary shall be paid not exceeding 50% of Basic Salary per month

**Gratuity and PF Provision:** Contribution to Gratuity and Provident Fund as per the rules of the Fund/Scheme or as per the rules of the company as may be applicable.

**Leave:** Mr. J Shanmuga Priyan will be allowed leave and encashment thereof as per the Rules of the Company.

In addition to the above, he may also be paid such other allowances as may be decided by the Board from time to time during his tenure as Managing Director of the Company subject to the provisions of Companies Act, 2013 and the rules made thereunder and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

### **MINIMUM REMUNERATION:**

Where in any financial year during the tenure of Mr. J Shanmuga Priyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. J Shanmuga Priyan the above remuneration by way of salary and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

Mr. J Shanmuga Priyan is interested in the resolution set out at Item no. 1.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution/s.

The Board recommends the aforesaid resolutions for approval by the members as Special Resolution.

**Place: Chennai**  
**Date: 16.01.2025**

**By Order of the Board**  
**For Hatsun Agro Product Limited**  
**Sd/-**

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

**C Subramaniam**  
**Company Secretary**

# HATSUN AGRO PRODUCT LIMITED

CIN : L15499TN1986PLC012747

**Regd. Office:** No.41 (49), Janakiram Colony Main Road, Janakiram Colony, Arumbakkam, Chennai - 600106.

**Phone Number:** 044-4796 1124, **Fax:** 044-4796 1124 | **Email:** secretarial@hap.in | **Website:** www.hap.in

**Corporate Office:** No.14, TNHB, TN Housing Board "A" Road, Sholinganallur, Chennai – 600 119.

**Phone Number:** 044-24501622, **Fax:** 044-24501422 | **Email:** secretarial@hap.in | **Website:** www.hap.in

## POSTAL BALLOT FORM (Pursuant to Section 110 of Companies Act, 2013)

Serial No.

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	EQUITY

I hereby exercise my vote in respect of the Special Resolution enumerated below by recording my Assent or dissent to the said Special 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.	Approval for the revised remuneration to Mr. J Shanmuga Priyan (DIN: 10773578) Managing Director of the Company with effect from 1st November, 2024 to 11th September, 2029.			

Place: Chennai

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 10<sup>th</sup> March, 2025.

## 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. Ramanathan Nachiappan, Designated Partner of S Dhanapal & Associates LLP, 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 Monday, the 10<sup>th</sup> March, 2025. All the 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 31<sup>st</sup> January, 2025.
9. A member need to 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 be posted on the website of the Company [www.hap.in](http://www.hap.in).
14. The Company is pleased to offer e-voting facility for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. The last date of voting / receipt of Postal Ballot i.e., 10<sup>th</sup> March, 2025 shall be the effective date of passing of the resolution.