



HATSUN AGRO PRODUCT LIMITED

CIN: L15499TN1986PLC012747

Regd. Office: Domains, Door No. 1/20A, Rajiv Gandhi Salai (OMR), Karapakkam, Chennai – 600 097.

Phone No.: 044-24501622, **Fax:** 044-24501422

Email: secretarial@hatsun.com, **Website:** www.hatsun.com

NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To The Members of Hatsun Agro Product Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with The Companies (Management and Administration) Rules, 2014 that the Company is seeking the consent of its members for the issue and allotment of equity shares on Preferential Basis to Non-Promoter Group by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed.

The Company has appointed Mr. S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed postage pre-paid business reply envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30 P.M on, Monday, the 27th day of October, 2014. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman and Managing Director of the Company on Tuesday, the 28th day of October, 2014. The results of the postal ballot will be declared by the Chairman and Managing Director or in his absence by the Joint Managing Director authorised by the Board in this regard on Tuesday, the 28th day of October, 2014 at 5.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company www.hatsun.com. The results shall be intimated to the Stock Exchange where the shares of the Company are listed and also to the general public through press release in newspapers.

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and despatching Postal Ballot forms physically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of results.

Proposed Resolution:

ITEM NO. 1 – ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER GROUP

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 Sections 42 & 62 and other applicable provisions, if any of the Companies Act, 2013 and its rules (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the rules/regulations/guidelines/clarifications issued by the Securities and Exchange Board of India (hereinafter referred to as “SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the Preferential Issue, as amended up to date (hereinafter referred to as “SEBI Regulations for Preferential Issue”), the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE), where the equity shares of the Company are listed and all other applicable laws and regulations and subject to the Company obtaining all such approvals, permissions, sanctions and consents as may be required from any Government or Regulatory Authorities and/or other institutions and bodies including banks, provided that such terms, conditions, alterations, modifications, corrections, changes and variations, if any, that may be stipulated or imposed or prescribed under such approvals, permissions, sanctions and consents, are acceptable to the Board of Directors (hereinafter referred to as “Board”)(which term shall include any duly constituted and authorized “Committee of Directors” thereof), the consent of the Company be and is hereby accorded to the Board to issue and allot up to such number of equity shares (hereinafter referred to as “Securities”) of Re.1/- each, fully paid up, at Rs.300/- per share (including a premium of Rs.299/- per share) or at such price determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher, by way of preferential allotment in one or more tranches to the below mentioned persons/entities, belonging to Non-Promoter Group on cash basis for an aggregate consideration of up to Rs.30,00,00,000/- (Rupees Thirty Crores only) with details as given below.

Sl.No.	Name of the Person/Entity and address	Amount to be brought in (Rs. in Lakhs)
1.	P.Vaidyanathan, Karta of P.Vaidyanathan (SHUF) PAN: AAHHP2841K No.7AB, III Block, Kences Enclave No.1, Chari Street, T Nagar, Chennai 600 017.	1200
2.	V.V.V. & Sons Edible Oils Limited CIN:U15144TN2008PLC067129 PAN:AACCV6897R Regd. Office: Post Box No.19 No.443, Bazaar, Virudhunagar - 626 001.	600
3.	Satyanarayanan Dhanushkodi PAN: AHDPS2915G 19735, Drake Drive, Cupertino, CA -95014, U.S.A.	450
4.	Sankaranarayanan Dhanushkodi PAN: AHAPS4323D 1003, Huntingdon Drive, San Jose, CA - 95129, U.S.A	450
5.	Jegamohan Aravandy PAN:ADNPJ8637L 14341, Oka Lane, Los Gatos, CA	300
		3000

"RESOLVED FURTHER THAT equity shares to be issued and allotted on preferential basis shall rank pari-passu in all respects with the existing securities of the Company."

"RESOLVED FURTHER THAT the said securities shall be subject to the lock-in as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the Preferential Issue as amended up to date."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the relevant date for the determination of price for the above mentioned Securities to be issued as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 is 26th September, 2014."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing there from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment of the aforesaid Securities, listing thereof with the stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer, including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts, deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent or approval shall be deemed to have been given."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company and to represent the Company before any governmental authorities, and to appoint any professional advisors/consultants/lawyers."

/By Order of the Board/
For HATSUN AGRO PRODUCT LIMITED

SD/-
R.G.CHANDRAMOGAN
CHAIRMAN AND MANAGING DIRECTOR

Place: Chennai
Date: 23.09.2014

NOTES:

1. The explanatory statement and reasons for the proposed resolution as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. The Company has appointed Mr. S. Dhanapal, Senior Partner, S Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 19th September, 2014.
4. In compliance with provisions of Section 108 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this

purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of despatching Postal Ballot Form. **E-voting is optional.**

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders receiving intimation by e-mail from NSDL and opting to vote through e-voting process:

- (i) Open e-mail and open PDF file viz; "Hatsun Agro e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) 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.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.
- (vii) Select "EVEN" of Hatsun Agro Product Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolutions, you will not be allowed to modify your vote.
- (xii) For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving Postal Ballot Form by Post and opting to vote through e-voting process:

- (i) Initial password is provided at the bottom of the enclosed Postal Ballot Form in the following format

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

- (ii) Please follow all steps from Sl. No. 4 (a) (ii) to Sl. No. 4 (a) (xii) above, to cast your vote.

(c) 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.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) 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).

5. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Monday, the 27th October, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
7. The voting period for e-voting module ends on Monday, 27th October, 2014. The e-voting module will be disabled by NSDL at 5.30 p.m. on the same day.
8. In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.

9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Friday, 19th September, 2014.
10. The Postal Ballot Forms received after 27th October, 2014 will be treated as if reply from the member has not been received.
11. The Scrutinizer will submit his report addressed to the Chairman and Managing Director of the Company, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced on Tuesday, 28th October, 2014, at 5.00 p.m. at the Registered Office of the Company and communicated to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be displayed on the Company's website www.hatsun.com.
12. The Board of Directors of the Company has appointed Shri. R.G.Chandramogan, Chairman and Managing Director as the person responsible for the entire Postal Ballot process.
13. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 02.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of result.

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

Item No.1

The Board of Directors at their meeting held on 23rd September, 2014, subject to the approval of the shareholders and other necessary approval(s), has approved the proposal for raising funds up to Rs.30,00,00,000/- (Rupees Thirty Crores Only) by way of issue of Equity Shares on Preferential Basis to Non-Promoter Group.

A. Material Facts relating to the Issue of Equity Shares on Preferential Basis to Non-Promoter Group

- (i) The proposed issue of Equity Shares on Preferential Basis to Non-Promoter Group would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended up to date and the following parameters would be subject to such changes as may be required to conform to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Such proposed issue of Equity Shares to the Non-Promoter Group would comprise of such number of equity shares at Rs.300/- per share (including a premium of Rs.299/- per share) or at such price determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher. The total subscription amount including premium on shares up to which shares to be issued is Rs.30,00,00,000/- (Rupees Thirty Crores Only). On bringing in the requisite money, each allottee is entitled to be allotted such number of securities equivalent to the money being brought in at the price approved by the shareholders.
- (ii) The Company is proposing to allot the above securities to the following persons/entities belonging to Non-Promoter Group.

Sl.No.	Name of the Person/Entity and address	Amount (Rs. in Lakhs)	Proposed No. of Equity Shares to be issued*
1	P.Vaidyanathan, Karta of P.Vaidyanathan (SHUF) PAN: AAHHP2841K No.7AB, III Block, Kences Enclave No.1, Chari Street, T Nagar, Chennai 600 017.	1200	4,00,000
2.	V.V.V. & Sons Edible Oils Limited CIN: U15144TN2008PLC067129 PAN:AACCV6897R Regd. Office: Post Box No.19 No.443, Bazaar, Virudhunagar - 626 001.	600	2,00,000
3.	Satyanarayanan Dhanushkodi PAN: AHDPS2915G 19735, Drake Drive, Cupertino, CA -95014, U.S.A.	450	1,50,000
4.	Sankaranarayanan Dhanushkodi PAN: AHAPS4323D 1003, Huntingdon Drive, San Jose, CA - 95129, U.S.A	450	1,50,000
5.	Jegamohan Aravandy PAN:ADNPJ8637L 14341, Oka Lane, Los Gatos, CA	300	1,00,000
		3000	10,00,000

* No. of shares proposed to be issued is calculated on the assumption that the equity shares will be allotted at a minimum price of Rs.300/- per share. In case, if the actual price determined in accordance with the SEBI (Issue of Capital and Disclosure

Requirements) Regulations, 2009, is higher than the minimum price of Rs.300/- per share, then there shall be the consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.30,00,00,000/- (Rupees Thirty Crores only) as mentioned in the resolution.

(iii) The pricing of the equity shares to be allotted on preferential basis to the Non-Promoter Group shall not be lower than the price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Currently, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:

a) In case of frequently traded shares:

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

- The average of the weekly high and low of volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date;

or

- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

“frequently traded shares” means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares. "

b) In case of Infrequently traded shares:

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

The Relevant Date for the purpose of pricing of the Equity Shares is Friday, 26th September, 2014, since 28th September, 2014 being 30 days prior to the date of publication of the results of the postal ballot falls on Sunday and as per Regulation 71, Where the relevant date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday is reckoned to be the relevant date.

“Stock Exchange” for this purpose shall mean Bombay Stock Exchange Limited. Though the shares of the Company are listed in both Bombay Stock Exchange Limited and The National Stock Exchange of India Limited, the Company’s shares got admitted for trading in The National Stock Exchange of India Limited w.e.f 20th June, 2014 only and the prices of related equity shares are not available for the entire twenty six weeks preceding the relevant date with The National Stock Exchange of India Limited.

The Company's total trading during the twelve months preceding the relevant date is 5.15% only, which is less than 10% of the shares of total paid up capital of the Company and your Company is coming under infrequently traded shares category. Since, your Company's shares are coming under Infrequently traded shares category, the price at which the equity shares to be issued will be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

The Company undertakes that, it shall re-compute the price of the above equity shares in terms of the provision of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 where it is required to do so.

The Company also undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

(iv) The Equity Shares arising out of issue and allotment of shares to the Non-Promoter Group, pursuant to the proposed special resolution shall be subject to lock-in as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(v) The Equity Shares allotted pursuant to the above Resolution shall rank in all respects pari-passu with the existing Equity Shares of the Company.

(vi) Pursuant to the provisions of Sections 42 & 62 of the Companies Act, 2013 and as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, issue of equity shares requires prior approval of the shareholders by a Special

Resolution. Under Section 110 of the Companies Act, 2013, a listed Company may obtain the approval of the shareholders through Postal Ballot/e-voting. This resolution is proposed for the approval of the Members by way of Postal Ballot /e-voting, in accordance with the rules prescribed under the Companies Act, 2013.

B. Disclosures prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended up to date

a) Object of the issue:

To mobilise funds for funding current / future expansion plans / activities and working capital requirements.

b) Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Promoters of the Company, its Directors and Key Managerial Personnel except Mr. P.Vaidyanathan do not intend to participate in the proposed issue of securities. Mr. P.Vaidyanathan, Independent Director is proposing to subscribe for 4,00,000* equity shares of Re.1/- each aggregating to Rs.1200 Lakhs.

* No. of shares proposed to be issued is calculated on the assumption that the equity shares will be allotted at a minimum price of Rs.300/- per share, In case, if the actual price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is higher than the minimum price of Rs.300/- per share, then there shall be the consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.30,00,00,000/- (Rupees Thirty Crores only) as mentioned in the resolution.

c) Shareholding pattern before and after the proposed preferential issue:

Sl.No.	Class of shareholders	Pre allotment*		Post Allotment**	
		No. shares	%	No. of shares	%
A.	Promoters Holdings				
1	Indian :				
	Individual	8,07,42,030	74.98	8,07,42,030	74.29
	Bodies Corporate	0	0	0	0
	Sub Total (1)	8,07,42,030	74.98	8,07,42,030	74.29
2	Foreign Promoters	0	0	0	0
	Sub Total (2)	0	0	0	0
B.	Non-Promoters Holding				
1	Institutional Investors	25,90,997	2.40	25,90,997	2.38
2	Non – Institution :				
	Private Corporate Bodies	32,97,307	3.06	34,97,307	3.22
	Directors and Relatives	41,63,769	3.87	45,63,769	4.20
	Indian Public	1,31,33,470	12.19	1,31,33,470	12.08
	Others (including NRIs)	37,64,075	3.50	41,64,075	3.83
	Sub-Total (3)	2,69,49,618	25.02	2,79,49,618	25.71
	Grand Total (1+2+3)	10,76,91,648	100.00	108691648	100.00

*The holdings as on cut-off date, i.e., 19th September, 2014 is considered for Pre Allotment.

** The Post Allotment is on the assumption that the equity shares proposed to be issued are issued at a minimum price of Rs.300/- per share In case, if the actual price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is higher than the minimum price of Rs.300/- per share, then there shall be the consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.30,00,00,000/- (Rupees Thirty Crores only) as mentioned in the resolution.

d) Proposed time within which the allotment shall be completed:

As per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Board proposes to allot the above equity shares in one or more tranches within a period of fifteen days from the date of passing of the proposed special resolution. Provided that where the allotment is pending on account of any pendency of any approval of any regulatory authority, the allotment shall be made within 15 days from the date of such approval.

e) The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Pre-issue Holding*	% on Pre issue paid up capital of 107691648 shares	No. of equity shares proposed to be allotted*	Issue Price (INR) of equity shares**	Post-issue Holding	% on Post issue paid up capital of 10869648** shares	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee
P.Vaidyanathan Karta of P.Vaidyanathan (SHUF)	Resident - H.U.F	Nil	0	4,00,000	300	4,00,000	0.37	P.Vaidyanathan
V.V.V. & Sons Edible Oils Limited	Resident - Bodies Corporate	6,34,375	0.59	2,00,000	300	8,34,375	0.77	As per details given below***
Satyanarayanan Dhanushkodi	Non Resident Indian	Nil	0	1,50,000	300	1,50,000	0.14	N.A.
Sankaranarayanan Dhanushkodi	Non Resident Indian	23,429	0.02	1,50,000	300	1,73,429	0.16	N.A.
Jegamohan Aravandy	Non Resident Indian	Nil	0	1,00,000	300	1,00,000	0.09	N.A.

*The holdings as on cut-off date, i.e., 19th September, 2014 is considered for Pre issue holding.

** The Post issue holding is on the assumption that the equity shares proposed to be issued are issued at a minimum price of Rs.300/- per share. In case, if the actual price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is higher than the minimum price of Rs.300/- per share, then there shall be the consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.30,00,00,000/- (Rupees Thirty Crores only) as mentioned in the resolution.

*** Natural persons ultimately controlling the proposed allottee – M/s. V.V.V. & Sons Edible Oils Limited

a. **List of Directors of M/s. V.V.V. & Sons Edible Oils Limited**

Sl. No.	Name of the Director
1	V.V.V. R. MUTHU
2	V.V.V.R. SATHYAM
3	V.V.V.R. THENDRAL
4	R. JEGATHAMBAL
5	M. MALARVIZHI
6	R.S. VIJAYACHAMUNDEESWARI
7	R.T. MADHUMATHI
8	M. RAJIV VIGNESH
9	R.T. VALLAVAN
10	R.S.PARIMANNAVAN

b. **List of shareholders of M/s. V.V.V. & Sons Edible Oils Limited**

Sl. No.	Name of the Shareholder	% of Shareholding
1	V.V.V. R. MUTHU	9
2	V.V.V.R. SATHYAM	9
3	V.V.V.R. THENDRAL	9
4	R. JEGATHAMBAL	7
5	M. MALARVIZHI	8.92
6	R.S. VIJAYACHAMUNDEESWARI	8.92
7	R.T. MADHUMATHI	8.92

Sl. No.	Name of the Shareholder	% of Shareholding
8	V.R.ANBU	3.24
9	M. RAJIV VIGNESH	9
10	R.T. VALLAVAN	6
11	R.S.PARIMANNAVAN	3
12	R.T. INIAN	6
13	R.S RAJENDRA MAYAVAN	6
14	R. RAJAVALLI	3
15	P. VINODHINI	3
	TOTAL	100

None of the proposed allottees have sold or dispensed any of the holding during the six (6) months period prior to the relevant date, i.e., 26th September, 2014 since 28th September, 2014 being 30 days prior to the date of publication of the results of the postal ballot falls on Sunday and as per Regulation 71, Where the relevant date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday is reckoned to be the relevant date.

f) Lock-in period of Equity Shares:

The Equity Shares arising out of issue and allotment of shares to the Non-Promoter Group, pursuant to the proposed special resolution shall be subject to lock-in as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

g) Change in control or composition of the Board:

There will be no change in control or composition of the Board on account of the proposed preferential issue of equity shares.

h) The proposed allotment of equity shares on preferential basis to Non Promoter Group shall be subject to SEBI Guidelines applicable for such issue.

i) Relevant Date:

The Relevant Date for the purpose of pricing of the Equity Shares is Friday, 26th September, 2014, since 28th September, 2014 being 30 days prior to the date of publication of the results of the postal ballot falls on Sunday and as per Regulation 71, Where the relevant date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday is reckoned to be the relevant date.

j) Documents for Inspection:

Certificate from the Practising Company Secretary confirming that the issue is being made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Pricing Certificate issued by the Independent Chartered Accountant in Practice will be made available for inspection at the Registered Office of the Company between 02:00 p.m. and 05.00 p.m. on any working day up to the last date for voting under Postal Ballot. Certificate from the Practising Company Secretary confirming that the issue is being made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 will also be displayed on the website of the Company – www.hatsun.com

k) Pricing and Undertaking to re-compute the price:

The price of equity shares to be issued is at Rs.300/- per share (including a premium of Rs.299/- per share) or at such price determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher. Further, the Company undertakes that, it shall re-compute the price of the above equity shares in terms of the provision of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 where it is required to do so.

l) Undertaking to put under lock-in till the recomputed price is paid:

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

The above proposal is in the interest of the Company and the Board of Directors recommend the Resolution in Item No. 1 of the Notice for approval by the members.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except Mr. P.Vaidyanathan.

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

/By Order of the Board/
For HATSUN AGRO PRODUCT LIMITED

SD/-
R.G.CHANDRAMOGAN
CHAIRMAN AND MANAGING DIRECTOR

Place: Chennai
Date: 23.09.2014

Encl:
1. Postal Ballot Form
2. Self-addressed Postage Pre-paid Business Reply Envelope.



HATSUN AGRO PRODUCT LIMITED

CIN: L15499TN1986PLC012747

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

Phone No.: 044-24501622, **Fax:** 044-24501422

Email: secretarial@hatsun.com, **Website:** www.hatsun.com

POSTAL BALLOT FORM

(Please read instructions printed overleaf carefully before completing this form)

Serial No.:

1. Name & Registered address of :
the sole/first named Shareholder

2. Name(s) of the Joint Holder(s) If any :

3. Registered Folio No./DP Id No. */Client Id No.* :
(*Applicable to Shareholders holding
shares in dematerialised form)

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 23/09/2014 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Resolution	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER GROUP	Special			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

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

- Note :**
1. Kindly read the instructions printed overleaf before exercising your vote through this Form or e-voting.
 2. **Last date for receipt of Postal Ballot Forms by Scrutinizer is 27th October, 2014.**

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 self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Mr.S.Dhanapal, Senior Partner of M/s.S.Dhanapal & Associates, Practising Company Secretaries, Chennai as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.The self-addressed business reply envelope bears the address of the Scrutinizer.
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 27th day of October, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s. Integrated Enterprises (India) Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 19th September 2014.
9. A member need not use all the votes or cast all the votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
13. The result of the Postal Ballot will also be posted on the website of the Company www.hatsun.com and also in the newspaper(s) for the information of the Shareholders.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. The date of declaration of result i.e., 28th day of October, 2014 shall be the effective date of passing of the resolution.