

# 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\47\2025-26

December 22, 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**

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 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., December 19, 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 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 and 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) read with General Circular No. 03/2025 dated September 22, 2025 read with the relevant circular(s) issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to all other applicable laws, rules and regulations, if any, the business listed below are proposed to be passed by way of Special Resolution 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).

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.

**In compliance with the requirements of the MCA Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.**

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA Circular(s), the Company has provided

electronic voting (“remote e-voting”) facility only.

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.

Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Members entitled to vote are entitled to cast 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.

The e-voting will commence on Tuesday, the 23<sup>rd</sup> December, 2025 and close on Wednesday the 21<sup>st</sup> January, 2026.

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 Friday the 23<sup>rd</sup> January, 2026. The results of the postal ballot will be declared by the Chairman or a person authorized by him in this regard on or before Friday, the 23<sup>rd</sup> January, 2026 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.

The Resolution, if approved, will be taken as passed effectively on the last date of e-voting i.e., Wednesday the 21<sup>st</sup> January, 2026.

#### **Proposed Resolution:**

##### **Item No.1: Re-appointment of Mr. V R Muthu (DIN: 01908841) as a Non-Executive Independent Director for the second and final term of 5 consecutive years:**

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 149, 152, 160, 161 and other applicable provisions if any of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. V R Muthu (DIN: 01908841) holding the Independent Directorship up to October 18, 2025, who qualifies for being appointed as an Independent Director for the second and final term of five consecutive years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of five consecutive years w.e.f. October 19, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of The Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for the continuation of Directorship of Mr. V R Muthu (DIN: 01908841), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., October 6, 2028.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or the 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: 20.12.2025**

**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. Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system.
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 19th December, 2025. The e-voting will commence on Tuesday, the 23rd December, 2025 and close on Wednesday the 21st January, 2026.

**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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. 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></ol>

	<ol style="list-style-type: none"> <li>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>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 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 20px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 20px;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will</li> </ol>

	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.

**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 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 toll free no. 1800-21-09911



**B) Login Method for e-Voting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**upload Board Resolution / Authority Letter**" displayed under "**e-voting**" tab in their login.
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. Prajakta Pawle, Executive 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 resolution 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](mailto:secretarial@hap.in). If you are an Individual shareholder 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.

**Additional information on Directors recommended for re-appointment pursuant to the Secretarial Standards - 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013:**

**Item No. 1**

<b>Name of the Director</b>	<b>Mr. V R Muthu</b>
Director Identification Number (DIN)	01908841
Date of Birth and Age	6th October 1953, and 71 years
Date of Appointment at current designation/Date of first appointment on the Board	19th October 2020
Profile/Qualifications & Experience	V.R. Muthu, is a Graduate in Commerce and has rich experience in the Business over a period of 40 years. He is the Managing Director of V.V.V. & Sons Edible Oils Limited which owns the fastest growing oil brands in India namely "Idhayam Gingelly Oil" and "Mantra Ground Nut Oil".
Expertise in specific functional area	Rich experience in the Business/Commercial spheres
Skills and capabilities	Management Skills, Finance, Accounting and Legal Knowledge and compliance with the requirement of various Statutes, Implementation of strategies for the beneficial performance and Marketing skills
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per the explanatory statement forming part of the notice.
Directorship in other Companies & Membership/Chairmanship of Committees of other Boards	V.V.V. & Sons Edible Oils Limited - CEO and Managing Director Idhayam-G Finance and Investment Services Limited - Director Idhayam-G Jagath Nidhi Limited - Director Virudhunagar Chamber of Commerce and Industry - Director Virudhunagar Kamaraj Memorial Software Private Limited - Director Jegath Labs Limited - Director Committee Memberships: Nil Committee Chairmanships: Nil
Listed entities from which the Director has resigned in the past three years	Ceased to be an Independent Director from Thangamayil Jewellery Ltd. w.e.f., July 28, 2024.
Shareholding in the Company as on date	59,773 equity shares
Relationship with Other Directors, Managers and other Key Managerial Personnel of the company	None
Meetings of the Board attended during the year so far	During Financial Year 2025-26: 1 (One)

**Item No. 1: Re-appointment of Mr. V R Muthu (DIN: 01908841) as a Non-Executive Independent Director for the second and final term of 5 Consecutive Years:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Mr. V R Muthu (DIN: 01908841) as an Additional Director and Independent Director for a period of 5 (Five) consecutive years from October 19, 2020 and the Shareholders through at their 36th Annual General Meeting approved the appointment on September 1, 2021.

The Board is of the view that the continued association of Mr. V R Muthu, would benefit the Company, given his knowledge, experience, performance and contribution to the Board processes. The Company has received notice in writing from the member proposing the candidature of Mr. V R Muthu for re-appointment as Independent Director of the Company. In the opinion of the Board, Mr. V R Muthu, fulfill the conditions specified in the Act and the rules framed thereunder for re-appointment as Independent Director and he is independent of the management.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent of the members by way of Special Resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years. Mr. V R Muthu (DIN: 01908841) will attain the age of 75 years on October 6, 2028 and approval of the Members will be required for continuation of his directorship from the day he attains the age of 75 years. Mr. V R Muthu (DIN: 01908841) has been in the business for more than 40 years and has served as an Independent Director on the Board. Considering the rich experience in the Business/Commercial spheres, knowledge and performance of Mr. V R Muthu and the contributions made by him, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the opinion of the Board, Mr. V R Muthu fulfills all the criteria to continue to hold the position of Director beyond the age of 75 years. On the recommendation of Nomination & Remuneration Committee and based on the experience, knowledge, expertise and report of performance evaluation of Mr. V R Muthu, the Board of the Directors have approved the continuation of directorship of Mr. V R Muthu (DIN: 01908841) as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., October 6, 2028.

The Company has received the following documents from Mr. V R Muthu: (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013; (iii) a declaration of independence and (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority;

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 and in compliance with Regulation 17(1) of SEBI (LODR) Regulations, 2015 as amended, the re-appointment of Mr. V R Muthu, as an Independent Director is recommended by the Board of Directors and now the same is placed before the Members for their approval.

All the relevant documents, contracts, the terms and conditions of re-appointment of Mr. V R Muthu as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working day, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of declaration of results of Postal Ballot. Accordingly, it is proposed to re-appoint Mr. V R Muthu, as Independent Director of the Company, not liable to retire by rotation and to hold office for the second and final term of 5 (five) consecutive years on the Board of the Company commencing from October 19, 2025.

Save and except Mr. V R Muthu and his relatives, to the extent of their shareholding interest, in the Company, none of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.1 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.1 of the Notice for the approval of Members.

**Place: Chennai**  
**Date: 20.12.2025**

**By Order of the Board**  
**For Hatsun Agro Product Limited**  
**Sd/-**  
**C Subramaniam**  
**Company Secretary**