



HATSUN AGRO PRODUCT LTD.

HAPL\SEC\166\2012-13

3-January-2013

The Secretary
Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring
Rotunda Building
P J Towers, Dalal Street, Fort
Mumbai - 400 001

Code No.531531

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance

This is with reference to the Clause 49 VI (ii) of the Listing Agreement regarding Quarterly Compliance Report on Corporate Governance.

Please find enclosed the Compliance Report on Corporate Governance for the quarter ended 31st December, 2012.

The information may kindly be taken on record and the receipt of which may kindly be acknowledged.

Thanking you.

Yours faithfully,

For **Hatsun Agro Product Limited**

S.Chandrasekar
Company secretary

Encl: a/a.

Registered & Corporate Office :

~~SA, Vijayaraghavan Road, T.Nagar, Chennai - 600 017, India. Phone - 91-44-28150014 Fax : 91-44-28152508~~

Web : www.hatsun.com e-mail : secretarial@hatsun.com



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE CODE UNDER
REVISED CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company: HATSUN AGRO PRODUCT LIMITED

Scrip code: 531531

Quarter ended: 31st December, 2012

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
I. Board of Directors	49 I		
(A)Composition of Board	49(IA)	Yes	
(B)Non-executive Directors' compensation & disclosures	49(IB)	Yes	Disclosure is being made in every Annual Report.
(C)Other provisions as to Board and Committees	49(IC)	Yes	
(D)Code of Conduct	49(ID)	Yes	Affirmation of Compliance with the Code of Conduct and Declaration by CEO is being made in every Annual Report.
II. Audit Committee	49(II)		
(A)Qualified & Independent Audit Committee	49(IIA)	Yes	
(B)Meeting of Audit Committee	49(IIB)	Yes	
(C)Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	Among others, the existing Uncodified Whistle Blower Mechanism is reviewed by the Audit Committee.
(E) Review of Information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49(III)	N.A.	The Company has no Subsidiaries.

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For HATSUN AGRO PRODUCT LTD.


Company Secretary

IV. Disclosures	49(IV)		
(A)Basis of related party transactions	49(IVA)	Yes	Disclosed in the Annual Report every year.
(B)Disclosure of Accounting Treatment	49(IVB)	Yes	Changes are being disclosed as and when there is any change in Accounting Treatment
(C)Board Disclosures – Risk Management	49(IVC)	Yes	Procedures are in place. These are refined from time to time in line with the requirements of the code and are reviewed periodically.
(D)Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IVD)	N.A.	Disclosures will be made as and when issue of equity shares takes place.
(E)Remuneration of Directors	49(IVE)	Yes	Disclosed in the Annual Report every year.
(F)Management	49(IVF)	Yes	Management Discussion and Analysis Report forms part of every Annual Report.
(G)Shareholders	49(IVG)	Yes	Disclosed in the Annual Report every year.
V.CEO/CFO Certification	49(V)	Yes	Disclosed in the Annual Report every year.
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	Disclosure is being made in Annual Report every year.

For HATSUN AGRO PRODUCT LIMITED



**S.CHANDRASEKAR
COMPANY SECRETARY**