

**HATSUN**<sup>®</sup>  
**HATSUN AGRO PRODUCT LTD.**

HAPL\SEC\001\2011-12

4-Apr-2011

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
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 31<sup>st</sup> March, 2011.

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**



**Mathi Lingan N P**  
Company secretary

**Encl: a/a.**

---

**Registered & Corporate Office :**

5A Viiavaraghava Road, T Nagar, Chennai - 600 017, India. Phone : 91-44-28150014 Fax : 91-44-28152508



# HATSUN<sup>®</sup>

## HATSUN AGRO PRODUCT LTD.

### COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Under Clause 49 VI (ii) of the Listing Agreement)

Name of the Company: HATSUN AGRO PRODUCT LIMITED  
 Quarter ended: 31<sup>st</sup> March, 2011

Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
1		2	3	4
<b>I</b>	<b>Board of Directors</b>	49 I		
	(A) Composition of Board	49(IA)	Yes	
	(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Disclosed in the Annual Report every year
	(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.
<b>II</b>	<b>Audit Committee</b>	49 (II)		
	(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
	(B) Meeting of Audit Committee		Yes	
	(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
	(D) Role of Audit Committee	49 II(D)	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	
<b>III</b>	<b>Subsidiary Companies</b>	49 (III)	NA	The Company has no subsidiaries
<b>IV</b>	<b>Disclosures</b>	49 (IV)		
	(A) Basis of related party transactions	49 (IV A)	Yes	Disclosed in the Annual Report every year
	(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Changes are being disclosed as and when there is any change in Accounting Treatment
	(C) Board Disclosures – Risk Management	49 (IV C)	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 (IV D)	Yes	Disclosures will be made as and when funds raised through public issues, rights issues, preferential issues etc.

**Registered & Corporate Office :**





	(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report every year
	(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report forms part of every Annual Report.
	(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report every year
<b>V</b>	<b>CEO/CFO Certification</b>		Yes	Disclosed in the Annual Report every year
<b>VI</b>	<b>Report on Corporate Governance</b>	49 (V)	Yes	
<b>VII</b>	<b>Compliance</b>	49 (VII)	Yes	Disclosed in the Annual Report every year

For HATSUN AGRO PRODUCT LTD.

  
Company Secretary