



HATSUN AGRO PRODUCT LTD.

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

Name of the Company: HATSUN AGRO PRODUCT LIMITED

Quarter ended: 30th September 2009

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 Indian Subsidiaries

... 2



Registered & Corporate Office :

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



HATSUN AGRO PRODUCT LTD.

IV. Disclosures	49(IV)		
(A)Basis of related party transactions	49(IVA)	Yes	Disclosed in every Annual Report.
(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.	The Company has issued 250 numbers of 6% Unsecured Compulsorily Convertible Debentures of Rs.10,00,000/- each aggregating to Rs.25 Crores to part finance the expansion activities and to meet long term working capital needs of the Company. The same was disclosed in Annual Report.
(E)Remuneration of Directors	49(IVE)	Yes	Disclosed in every Annual Report
(F)Management	49(IVF)	Yes	Management Discussion and Analysis Report forms part of every Annual Report
(G)Shareholders	49(IVG)	Yes	Disclosed in every Annual Report
V.CEO/CFO Certification	49(V)	Yes	Disclosed in every Annual Report
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	Disclosure is being made in every Annual Report

For HATSUN AGRO PRODUCT LTD.


Company Secretary

Registered & Corporate Office :

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