

Corporate office:
 Domain, Door No: 1/20A,
 Rajiv Gandhi Salai (OMR),
 Karapakkam,
 Chennai - 600 097, India.
 T: 044-24501622
 F: 044-24501422
 E: info@hatsun.com
 CIN: L15499TN1986PLC012747

HATSUN AGRO PRODUCT LTD

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER 2015 UNDER REGULATION 27 (2) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Name of the Listed Entity : M/s.HATSUN AGRO PRODUCT LIMITED (HATSUN:531531)
2. Quarter Ending : 31st December 2015

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category	Date of Appointment	Tenure	No of Directorships in listed entities including this listed entity.	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held In listed entities including this listed entity.
Mr.	R.Chandramogan	AAAPCS352R / 00012389	Chairperson and Executive Director	01-04-2009 ⁺	N.A	2 (Two)	None	None
Mr.	KST Thanarajan	ABKPT9653M/ 00012285	Executive Director	01-04-2009 ⁺⁺	N.A	1 (One)	1 (one) – Stakeholder Committee – 1 entity	None
Mr.	C.Sathyan	ABEPS3158C/ 00012439	Executive Director	01-06-2011 ⁺⁺⁺	N.A	1 (One)	None	None
Mr.	P.Vaidyanathan	ABPPV0143H/ 00029503	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	2 (Two)	4 (Four) Audit – 1 entity Stakeholder – 2 entities Nomination and Remuneration Committee -1 Entity	4 (Four) Audit – 1 entity Stakeholder – 2 entities Nomination and Remuneration Committee -1
Mr.	N.Chandrasekaran	ABVPCS221B / 00064869	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	1 (One)	None	None
Mr.	B.Thenamuthan	AAPPT3016L / 01099739	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	1 (One)	2(Two) – Audit and Nomination and Remuneration Committee – 1 Entity.	None
Mr.	Balaji Tammineedi	ABAPT1372P/ 00127833	Independent Director	23-09-2014	23.09.2014 to 22.09.2019	1 (One)	3 (Three) – Audit, Stakeholder and Nomination and Remuneration Committee – 1 entity	None
Ms.	Dr.Chalini Madhivanan	ADFPC9507J / 02982290	Independent Director	23-09-2014	23.09.2014 to 22.09.2019	1 (One)	None	None

+ Reappointed as Managing Director with effect from 1st April 2009. ++Reappointed as Joint Managing Director with effect from 1st April 2009

+++ Reappointed as Executive Director with effect from 1st June 2011.

For HATSUN AGRO PRODUCT LTD.

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(Handwritten Signature)
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II. Composition of Committees		
Name of Committee	Name of Committee members	Category
Audit Committee	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi	All are Non-Executive and Independent Directors
Stakeholders Relationship	Mr.P.Vaidyanathan Mr.Balaji Tammineedi Mr.K.S.T Thanarajan	Non-Executive and Independent Non-Executive and Independent Executive
Nomination & Remuneration	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi	All are Non-Executive and Independent Directors

III. Meeting of Board of Directors		
Date(s) of Meeting in the previous quarter (July 2015 to Sep 2015)	Dates of Meeting in the relevant quarter (Oct 2015 to Dec 2015)	Maximum gap between any two Consecutive (in number of days)
15 th July 2015	20 th October 2015	95 days as per Reg 17 (2)
NIL	23 rd December 2015	93 days as per Reg 17 (2)

IV. Meeting of Committees			
Date(s) of Meeting of the Committee in relevant quarter (Oct 2015 to Dec 2015)	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter (July 2015 to Sep 2015)	Maximum gap between any two Consecutive meetings in number of days
Audit committee – 20 th October 2015	Yes	Audit committee - 15 th July 2015	95 days as per Reg 18 (2)
Stakeholder relationship committee – 20 th October 2015	Yes	Stakeholder relationship committee 15 th July 2015	95 days

V. Related Party Transactions	
Subject	Compliance Status (YES/NO/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval Have been reviewed by Audit Committee	NA

For HATSUN AGRO PRODUCT LTD.


 Company Secretary

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VI. Affirmations

1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in (Listing Obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in (Listing Obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments /observations/ advice of the Board of Directors may be mentioned here:
This is the first quarter for which corporate governance report under in (Listing Obligations and disclosure requirements) Regulations, 2015 is being submitted to the stock exchanges. Hence, requirement of placing the previous quarter report under this regulation before the board and committee of Directors does not arise.

Name & Designation : S. NARAYAN, COMPANY SECRETARY,
For HATSUN AGRO PRODUCT LTD.


Company Secretary

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