



**Hatsun Agro Product Ltd.**  
Registered Office:  
Domaine, Door No: 1/20A,  
Rajiv Gandhi Salai (OMR),  
Karapakkam, Chennai - 97. India.  
P: +91 44 2450 1622  
F: +91 44 2450 1422  
E: info@hatsun.com | www.hap.in  
CIN: L15499TN1986PLC012747

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER 2018 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 2018**

<b>I. Composition of Board of Directors</b>								
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.G.Chandramogan	AAAPC5352R / 00012389	Chairperson and Executive Director	01-04-2009	N.A	1 (One)	None	None
Mr.	C.Sathyan	ABEPS3158C/ 00012439	Executive Director	01-06-2016	N.A	1 (One)	None	None
Mr.	K.S.Thanarajan	ABKPT9653M/ 00012285	Non Executive Non Independent Director	18-01-2017	N.A	1 (One)	2 (Two) SRC – 1 entity NRC – 1 entity	None
Mr.	P.Vaidyanathan	ABPPV0143H/ 00029503	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	1 (One)	3 (Three) AC – 1 entity SRC – 1 entity NRC – 1 entity	2 (Two) AC – 1 entity SRC – 1 entity
Mr.	B.Thenamuthan	AAPPT3016L / 01099739	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	1 (One)	3 (Three) AC – 1 entity, SRC – 1 Entity NRC – 1 Entity	None
Mr.	Balaji Tammineedi	ABAPT1372P/ 00127833	Independent Director	23-09-2014	23.09.2014 to 22.09.2019	1 (One)	3 (Three) AC – 1 entity, SRC – 1 entity NRC – 1 entity	None
Ms.	Dr.Chalini Madhivanan	ADFPC9507J / 02982290	Independent Director	23-09-2014	23.09.2014 to 22.09.2019	1 (One)	3 (Three) AC – 1 entity, SRC – 1 entity NRC – 1 entity	None

AC – Audit Committee ; SRC – Stakeholders Relationship Committee ; NRC – Nomination and Remuneration Committee.





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<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category</b>
Audit Committee	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Ms.Chalini Madhivanan	All are Non-Executive and Independent Directors
Stakeholders Relationship	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Ms.Chalini Madhivanan Mr.K.S.Thanarajan	Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Non Independent
Nomination & Remuneration	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Ms.Chalini Madhivanan Mr.K.S.Thanarajan	Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Non Independent
Risk Management Committee	Mr.R.G.Chandramogan Mr.C.Sathyan Mr.K.S.Thanarajan	Executive Executive Non-Executive and Non Independent

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting in the previous quarter</b>	<b>Dates of Meeting in the relevant quarter (October 2018 to December 2018)</b>	<b>Maximum gap between any two Consecutive (in number of days)</b>
19 <sup>th</sup> July 2018	22 <sup>nd</sup> October 2018	94 days

<b>IV. Meeting of Committees</b>			
<b>Date(s) of Meeting of the Committee in relevant quarter (Oct 2018 to December 2018)</b>	<b>Whether requirement of Quorum met</b>	<b>Date(s) of Meeting of the Committee in the previous quarter (July 2018 to September 2018)</b>	<b>Maximum gap between any two Consecutive meetings in number of days</b>
Audit committee – 22 <sup>nd</sup> October 2018	Yes	Audit committee – 19 <sup>th</sup> July 2018	94 days
Stakeholder relationship committee 22 <sup>nd</sup> October 2018	Yes	Stakeholder relationship committee 19 <sup>th</sup> July 2018	94 days

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

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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.

**Sd/-**

Name & Designation : S.Narayan, Company Secretary

