

General information about company

Scrip code	531531
NSE Symbol	HATSUN
MSEI Symbol	
ISIN	INE473B01035
Name of the entity	HATSUN AGRO PRODUCT LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)			
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	R.G.CHANDRAMOGAN	AAAPC5352R	00012389	Executive Director	Chairperson	MD	01-04-2009			1	0	0		
2	Mr	C.SATHYAN	ABEPS3158C	00012439	Executive Director	Not Applicable	CEO	01-06-2016			1	0	0		
3	Mr	K.S.THANARAJAN	ABKPT9653M	00012285	Non-Executive - Non Independent Director	Not Applicable		18-01-2017			1	1	0		
4	Mr	P.VAIDYANATHAN	ABPPV0143H	00029503	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2014	31-03-2019	60	1	2	2		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	B.THENAMUTHAN	AAPPT3016L	01099739	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2014	31-03-2019	60	1	2	0		
6	Mr	BALAJI TAMMINEEDI	ABAPT1372P	00127833	Non-Executive - Independent Director	Not Applicable	Shareholder Director	23-09-2014		60	1	2	0		
7	Mr	S.SUBRAMANIAN	AEFPS9509D	08341478	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-01-2019		60	1	2	0		
8	Mrs	CHALINI MADHIVANAN	ADEFPC9507J	02982290	Non-Executive - Independent Director	Not Applicable	Shareholder Director	23-09-2014		60	1	2	0		

Text Block

Textual Information(1)

Mr.P.Vaidyanathan has completed his tenure of Independent Directorship at the closing business hours of 31st March 2019. The Board of Directors at their meeting held on 29th March 2019 appointed him as an Additional Director - Non Executive and Non Independent with effect from 1st April 2019.

Mr.B.Thenamuthan was re-appointed as an Independent Director for a second term of 5 years with effect from 1st April 2019 with the approval of Shareholders through Postal Ballot and E-Voting on 7th December 2018. His first term of 5 years expires by the closing business hours of 31st March 2019. His second term of five years commences from 1st April, 2019.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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Annexure 1 Text Block

Textual Information(1)

Mr.P.Vaidyanathan has completed his tenure of Independent Directorship at the closing business hours of 31st March 2019. The Board of Directors at their meeting held on 29th March 2019 appointed him as an Additional Director - Non Executive and Non Independent with effect from 1st April 2019. He was the Chairperson of all the Committees of the Board until 31st March 2019 and he will continue to be a Member of the Committees from 1st April 2019.

Mr.B.Thenamuthan was re-appointed as an Independent Director for a second term of 5 years with effect from 1st April 2019 with the approval of Shareholders through Postal Ballot and E-Voting on 7th December 2018. His first term of 5 years expires by the closing business hours of 31st March 2019. His second term of five years commences from 1st April, 2019. He was member of all the Committees of the Board until 31st March 2019 and he continues to be the member of Committees from 1st April 2019 also.

Mr.S.Subramanian was appointed as an Independent Director with effect from 24th January 2019. Being an Independent Director, he has been appointed as the Chairperson of the Committees of the Board with effect from 1st April 2019 replacing Mr.P.Vaidyanathan. The Committees of the Board have been duly reconstituted w.e.f., 01.04.2019

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029503	P.VAIDYANATHAN	Non-Executive - Independent Director	Chairperson	31-07-2014	31-03-2019	Textual Information(1)
2	01099739	B.THENAMUTHAN	Non-Executive - Independent Director	Member	31-07-2014	31-03-2019	Textual Information(2)
3	00127833	BALAJI TAMMINEEDI	Non-Executive - Independent Director	Member	23-09-2014		
4	02982290	CHALINI MADHIVANAN	Non-Executive - Independent Director	Member	23-09-2014		
5	08341478	S.SUBRAMANIAN	Non-Executive - Independent Director	Member	24-01-2019		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr.P.Vaidyanathan has completed his tenure of Independent Directorship at the closing business hours of 31st March 2019. The Board of Directors at their meeting held on 29th March 2019 appointed him as an Additional Director - Non Executive and Non Independent with effect from 1st April 2019. He was the Chairperson of all the Committees of the Board until 31st March 2019 and he will continue to be a Member of the Committees from 1st April 2019.
Textual Information(2)	Mr.B.Thenamuthan was re-appointed as an Independent Director for a second term of 5 years with effect from 1st April 2019 with the approval of Shareholders through Postal Ballot and E-Voting on 7th December 2018. His first term of 5 years expires by the closing business hours of 31st March 2019. His second term of five years commences from 1st April, 2019. He was member of all the Committees of the Board until 31st March 2019 and he continues to be the member of Committees from 1st April 2019 also.
Textual Information(3)	Mr.S.Subramanian was appointed as an Independent Director with effect from 24th January 2019. Being an Independent Director, he has been appointed as the Chairperson of the Committees of the Board with effect from 1st April 2019 replacing Mr.P.Vaidyanathan. The Committees of the Board have been duly reconstituted w.e.f., 01.04.2019

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029503	P.VAIDYANATHAN	Non-Executive - Independent Director	Chairperson	31-07-2014	31-03-2019	Textual Information(1)
2	01099739	B.THENAMUTHAN	Non-Executive - Independent Director	Member	31-07-2014	31-03-2019	Textual Information(2)
3	00127833	BALAJI TAMMINEEDI	Non-Executive - Independent Director	Member	23-09-2014		
4	02982290	CHALINI MADHIVANAN	Non-Executive - Independent Director	Member	23-09-2014		
5	08341478	S.SUBRAMANIAN	Non-Executive - Independent Director	Member	24-01-2019		Textual Information(3)
6	00012285	K.S.THANARAJAN	Non-Executive - Non Independent Director	Member	18-01-2017		

Sr Text Block

Textual Information(1)	Mr.P.Vaidyanathan has completed his tenure of Independent Directorship at the closing business hours of 31st March 2019. The Board of Directors at their meeting held on 29th March 2019 appointed him as an Additional Director - Non Executive and Non Independent with effect from 1st April 2019. He was the Chairperson of all the Committees of the Board until 31st March 2019 and he will continue to be a Member of the Committees from 1st April 2019.
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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029503	P.VAIDYANATHAN	Non-Executive - Independent Director	Chairperson	31-07-2014	31-03-2019	Textual Information(1)
2	01099739	B.THENAMUTHAN	Non-Executive - Independent Director	Member	31-07-2014	31-03-2019	Textual Information(2)
3	00127833	BALAJI TAMMINEEDI	Non-Executive - Independent Director	Member	23-09-2014		
4	02982290	CHALINI MADHIVANAN	Non-Executive - Independent Director	Member	23-09-2014		
5	08341478	S.SUBRAMANIAN	Non-Executive - Independent Director	Member	24-01-2019		Textual Information(3)
6	00012285	K.S.THANARAJAN	Non-Executive - Non Independent Director	Member	18-01-2017		

Sr Text Block

Textual Information(1)	Mr.P.Vaidyanathan has completed his tenure of Independent Directorship at the closing business hours of 31st March 2019. The Board of Directors at their meeting held on 29th March 2019 appointed him as an Additional Director - Non Executive and Non Independent with effect from 1st April 2019. He was the Chairperson of all the Committees of the Board until 31st March 2019 and he will continue to be a Member of the Committees from 1st April 2019.
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Textual Information(3)	Mr.S.Subramanian was appointed as an Independent Director with effect from 24th January 2019. Being an Independent Director, he has been appointed as the Chairperson of the Committees of the Board with effect from 1st April 2019 replacing Mr.P.Vaidyanathan. The Committees of the Board have been duly reconstituted w.e.f., 01.04.2019

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029503	P.VAIDYANATHAN	Non-Executive - Independent Director	Chairperson	31-07-2014	31-03-2019	Textual Information(1)
2	00012439	C.SATHYAN	Executive Director	Member	01-06-2016		
3	00012285	K.S.THANARAJAN	Non-Executive - Non Independent Director	Member	18-01-2017		
4	08341478	S.SUBRAMANIAN	Non-Executive - Independent Director	Member	24-01-2019		Textual Information(2)

Sr Text Block

Textual Information(1)	Mr.P.Vaidyanathan has completed his tenure of Independent Directorship at the closing business hours of 31st March 2019. The Board of Directors at their meeting held on 29th March 2019 appointed him as an Additional Director - Non Executive and Non Independent with effect from 1st April 2019. He was the Chairperson of all the Committees of the Board until 31st March 2019 and he will continue to be a Member of the Committees from 1st April 2019.
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	22-10-2018			
2		24-01-2019	93	
3		29-03-2019	63	

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	24-01-2019	Yes		22-10-2018	93		
2	Nomination and remuneration committee	24-01-2019	Yes		22-10-2018	93		
3	Nomination and remuneration committee	29-03-2019	Yes					There was only one NRC meeting held during the previous quarter.
4	Stakeholders Relationship Committee	24-01-2019	Yes		22-10-2018	93		
5	Corporate Social Responsibility Committee	14-03-2019	Yes					There was no CSR meeting held during the previous quarter.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

The Audit Committee ensured that the related party transactions carried out was at arms length and in the Ordinary course of business and for such arms length and Ordinary course of business, Audit Committee gave its Omnibus approval. No material related party transaction has taken place during the quarter under review .

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	G.Somasundaram
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

The previous quarter report ended 31st December 2018 was placed before the Board of Directors at their meeting held on 24th January 2019.

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.hap.in
2	Terms and conditions of appointment of independent directors	Yes		www.hap.in
3	Composition of various committees of board of directors	Yes		www.hap.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.hap.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.hap.in
6	Criteria of making payments to non-executive directors	Yes		www.hap.in
7	Policy on dealing with related party transactions	Yes		www.hap.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.hap.in

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.hap.in
11	email address for grievance redressal and other relevant details	Yes		www.hap.in
12	Financial results	Yes		www.hap.in
13	Shareholding pattern	Yes		www.hap.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)

The Company does not have any subsidiary and it is a Standalone Entity.

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)

The Company does not have any subsidiary and it is a Standalone Entity.

Annexure II

1	Name of signatory	S.Somasundaram
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block

Textual Information(1)

The Company does not have any subsidiary and it is a Standalone Entity.

Annexure II

1	Name of signatory	S.Somasundaram
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	S.Somasundaram
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	02-04-2019