

HATSUN AGRO PRODUCT LTD

Corporate office:
 Domaine, Door No: 1/20A,
 Rajiv Gandhi Salai (OMR),
 Karapakkam,
 Chennai - 600 097, India.
 T: 044-24501622
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 E: info@hatsun.com
 CIN: L1599TN1986PLC012747

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER 2016 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 2016

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.G.Chandramogan	AAAPC5352R / 00012389	Chairperson and Executive Director	01-04-2009 ⁺	N.A	1 (One)	None	None
Mr.	C.Sathyan	ABEP53158C/ 00012439	Executive Director	01-06-2016 ⁺⁺⁺	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)	3 (Three) AC – 1 entity SRC – 2 entities	3 (Three) AC – 1 entity SRC – 2 entities
Mr.	N.Chandrasekaran	ABVPC5221B / 00064869	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	1 (One)	2 (Two) AC – 1 entity, SRC – 1 Entity*	None
Mr.	B.Thenamuthan	AAPPT3016L / 01099739	Independent Director	31-07-2014	31.07.2014 to 31.03.2019	1 (One)	2 (Two) AC – 1 entity, SRC – 1 Entity*	None
Mr.	Balaji Tammineedi	ABAPT1372P/ 00127833	Independent Director	23-09-2014	23.09.2014 to 22.09.2019	1 (One)	2 (Two) AC – 1 entity, SRC – 1 entity*	None
Ms.	Dr.Chalini Madhivanan	ADFPC9507J / 02982290	Independent Director	23-09-2014	23.09.2014 to 22.09.2019	1 (One)	2 (Two) AC – 1 entity, SRC – 1 entity*	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 2016. * Mr.Chandrasekaran and Dr.Chalini Madhivanan was inducted to AC and SRC with effect from 16th March 2016 and Mr.B.Thenumathan was inducted to SRC with effect from 16th March 2016.

AC – Audit Committee ; SRC – Stakeholders Relationship Committee. Note:-Mr.K.S.Thanarajan has resigned from Joint Managing Director w.e.f 31st Dec 2016.

For HATSUN AGRO PRODUCT LTD


 Company Secretary

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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 Mr.N.Chandrasekaran Ms.Chalini Madhivanan	All are Non-Executive and Independent Directors
Stakeholders Relationship*	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Mr.N.Chandrasekaran Ms.Chalini Madhivanan	Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent
Nomination & Remuneration	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Mr.N.Chandrasekaran Ms.Chalini Madhivanan	All are Non-Executive and Independent Directors

*As Mr. K.S.Thanarajan has resigned from Joint Managing Director with effect from 31st Dec 2016 he is no longer the member of Stakeholders Relationship Committee with effect from 31st Dec 2016.

III. Meeting of Board of Directors

Date(s) of Meeting in the previous quarter	Dates of Meeting in the relevant quarter (Oct 2016 to December 2016)	Maximum gap between any two Consecutive (in number of days)
2 nd July 2016	18 th October 2016	59
15 th July 2016	NIL	NIL
6 th August 2016	NIL	NIL
19 th August 2016	NIL	Nil

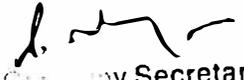
IV. Meeting of Committees

Date(s) of Meeting of the Committee in relevant quarter (Oct 2016 to Dec 2016)	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter (July 2016 to Sep 2016)	Maximum gap between any two Consecutive meetings in number of days
Audit committee – 18 th Oct 2016	Yes	Audit committee – 15 th July 2016 19 th Aug 2016	59 days
Stakeholder relationship committee – 18 th Oct 2016	Yes	Stakeholder relationship committee – 15 th July 2016	94 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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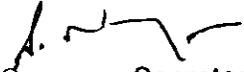
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VI. Affirmations

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.

For HATSUN AGRO PRODUCT LTD.

Name & Designation : S.Narayan, Company Secretary


Company Secretary

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