

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH 2017 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 March 2017

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	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	2 (Two)	3 (Three) AC – 1 entity SRC – 2 entities NRC – 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)	3 (Three) AC – 1 entity, SRC – 1 Entity NRC – 1 Entity	None
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	ADFFC9507J / 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

+ Appointed as an Additional Non-Executive and Non Independent Director with effect from 18th January 2017

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

For HATSUN AGRO PRODUCT LTD.


Company Secretary

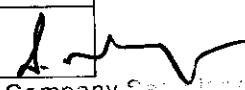
II. Composition of Committees		
Name of Committee	Name of Committee members	Category
Audit Committee	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Mr.N.Chandrasekaran Ms.Chalini Madhivanan	All are Non-Executive and Independent Directors
Stakeholders Relationship*	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Mr.N.Chandrasekaran Ms.Chalini Madhivanan Mr.K.S.Thanarajan*	Non-Executive and Independent 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 Mr.N.Chandrasekaran 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 Independent Non-Executive and Non Independent

* Mr. K.S.Thanarajan was appointed as Additional Director (Non-Executive and Non Independent) from with effect from 18th Jan 2017 and is being inducted as member of Stakeholder Relationship and Nomination and Remuneration Committee.

III. Meeting of Board of Directors		
Date(s) of Meeting in the previous quarter	Dates of Meeting in the relevant quarter (Jan 2017 to March 2017)	Maximum gap between any two Consecutive (in number of days)
18 th October 2016	18 th January 2017	91

IV. Meeting of Committees			
Date(s) of Meeting of the Committee in relevant quarter (Jan 2017 to Mar 2017)	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter (Oct 2016 to Dec 2016)	Maximum gap between any two Consecutive meetings in number of days
Audit committee – 18 th Jan 2017	Yes	Audit committee – 18 th Oct 2016	91 days
Stakeholder relationship committee – 18 th Jan 2017	Yes	Stakeholder relationship committee – 18 th Oct 2016	91 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	For HATSUN AGRO PRODUCT LTD.
Whether details of RPT entered into pursuant to omnibus approval Have been reviewed by Audit Committee	NA


Company Secretary

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.

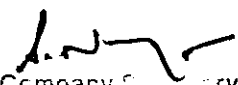
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in (Listing Obligations and disclosure requirements) Regulations, 2015.

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

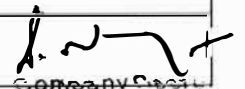


Annexure II – At the end of the Financial Year ended 31st March 2017.

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

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes

For HATSUN AGRO PRODUCT LTD.


 Company Secretary



Composition of Stakeholder Relationship Committee	20(1) & (2)	22	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)		NA. The company does not fall under top 100 Companies.
Vigil Mechanism			Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)		Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)		NA
Approval for material related party transactions	23(4)		NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)		NA. The company does not have any subsidiaries.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)		NA. The company does not have any subsidiaries.
Maximum Directorship & Tenure	25(1) & (2)		Yes
Meeting of independent directors	25(3) & (4)		Yes
Familiarization of independent directors	25(7)		Yes
Memberships in Committees	26(1)		Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)		Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)		Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)		Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

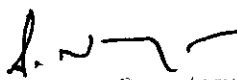
III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – **Not Applicable since the Company does not have any subsidiaries and it is only a Standalone Entity.**

Name & Designation

For HATSUN AGRO PRODUCT LTD.

S.Narayan
Company Secretary


Company Secretary