

# HATSUN AGRO PRODUCT LTD

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE CODE UNDER REVISED CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Company: HATSUN AGRO PRODUCT LIMITED

Scrip code: 531531; HATSUN

Quarter ended: 31<sup>st</sup> December, 2014

| Particulars   | Clause of Listing Agreement | Compliance status (Yes/No/N.A.) | Remarks   |
|---|-----------------------------|---------------------------------|---|
| 1   | 2                           | 3                               | 4   |
| <b>II. Board of Directors</b>                           | 49 (II)                     |                                 |   |
| (A) Composition of Board                                | 49(II A)                    | Yes                             |   |
| (B) Independent Directors                               | 49(II B)                    | Yes                             |   |
| (C) Non-executive Directors' compensation & disclosures | 49(II C)                    | Yes                             | Disclosure is being made in every Annual Report.  |
| (D) Other provisions as to Board and Committees         | 49(II D)                    | Yes                             |   |
| (E) Code of Conduct                                     | 49(II E)                    | Yes                             | Affirmation of Compliance with the Code of Conduct and Declaration by CEO is being made in every Annual Report. |
| (F) Whistle Blower Policy                               | 49(II F)                    | Yes                             | The Company has adopted Whistle Blower Policy.  |
| <b>III. Audit Committee</b>                             | 49(III)                     |                                 |   |
| (A) Qualified & Independent Audit Committee             | 49(III A)                   | Yes                             |   |
| (B) Meeting of Audit Committee                          | 49(III B)                   | Yes                             |   |
| (C) Powers of Audit Committee                           | 49(III C)                   | Yes                             |   |
| (D) Role of Audit Committee                             | 49(III D)                   | Yes                             |   |
| (E) Review of Information by Audit Committee            | 49(III E)                   | Yes                             |   |
| <b>IV. Nomination and Remuneration Committee</b>        | 49(IV)                      | Yes                             |   |
| <b>V. Subsidiary Companies</b>                          | 49(V)                       | N.A.                            | The Company has no Subsidiary Company.  |
| <b>VI. Risk Management</b>                              | 49(VI)                      | Yes                             |   |
| <b>VII. Related Party Transactions</b>                  | 49(VII)                     | Yes                             | Disclosed in the Annual Report every year.  |
| <b>VIII. Disclosures</b>                                | 49(VIII)                    |                                 |   |
| (A) Related party transactions                          | 49(VIII A)                  | Yes                             | Disclosed in the Annual Report every year.  |

**AROKYA**  
MILK

**HATSUN**

**Arum**  
ICECREAMS

**ibaco**  
YOUR ICE CREAM DESTINATION


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# HATSUN AGRO PRODUCT LTD

CIN: L15499TN1986PLC012747

|   |            |     |   |
|---|------------|-----|---|
| (B)Disclosure of Accounting Treatment                                   | 49(VIII B) | Yes | Changes are being disclosed as and when there is any change in Accounting Treatment.  |
| (C)Remuneration of Directors  | 49(VIII C) | Yes | Disclosed in the Annual Report every year.  |
| (D)Management   | 49(VIII D) | Yes | Management Discussion and Analysis Report forms part of every Annual Report.  |
| (E)Shareholders   | 49(VIII E) | Yes | Disclosed in the Annual Report every year.  |
| (F)Disclosure of resignation of directors                               | 49(VIII F) | Yes | Disclosures are made as and when the resignation takes place.   |
| (G)Disclosure of formal letter of appointment                           | 49(VIII G) | Yes | Disclosures will be made as and when the appointment takes place.   |
| (H)Disclosures in the Annual Report                                     | 49(VIII H) | Yes |   |
| (I)Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49(VIII I) | Yes | Proceeds from Preferential Issue are utilized for the purpose as stated in the Notice of Postal Ballot sent to Shareholders for their approval. Necessary disclosures will also be made in the Annual Report. |
| <b>IX.CEO/CFO Certification</b>   | 49(IX)     | Yes | Disclosed in the Annual Report every year.  |
| <b>X. Report on Corporate Governance</b>                                | 49(X)      | Yes |   |
| <b>XI. Compliance</b>   | 49(XI)     | Yes | Disclosure is being made in Annual Report every year.   |

For HATSUN AGRO PRODUCT LIMITED



S.Narayan  
 Company Secretary

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HEALTH

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