

# HATSUN AGRO PRODUCT LTD

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30th SEPTEMBER 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 : 30<sup>th</sup> September 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 <sup>+</sup>	N.A	1 (One)	None	None
Mr.	KST Thanarajan	ABKPT9653M/ 00012285	Executive Director	01-04-2009 <sup>++</sup>	N.A	1 (One)	1 (one) – SRC – 1 Entity	None
Mr.	C.Sathyan	ABEPS3158C/ 00012439	Executive Director	01-06-2016 <sup>+++</sup>	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

<sup>+</sup> Reappointed as Managing Director with effect from 1<sup>st</sup> April 2009. <sup>++</sup> Reappointed as Joint Managing Director with effect from 1<sup>st</sup> April 2009

<sup>+++</sup> Reappointed as Executive Director with effect from 1<sup>st</sup> June 2016. \* Mr.Chandrasekaran and Dr.Chalini Madhivanan was inducted to AC and SRC with effect from 16<sup>th</sup> March 2016 and Mr.B.Thenamuthan was inducted to SRC with effect from 16<sup>th</sup> March 2016.

AC – Audit Committee ; SRC – Stakeholders Relationship Committee.

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 Mr.K.S.T Thanarajan	Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Non-Executive and Independent Executive
Nomination & Remuneration	Mr.P.Vaidyanathan Mr.B.Thenamuthan Mr.Balaji Tammineedi Mr.N.Chandrasekaran Ms.Chalini Madhivanan	All are Non-Executive and Independent Directors

## III. Meeting of Board of Directors

Date(s) of Meeting in the previous quarter	Dates of Meeting in the relevant quarter (July 2016 to September 2016)	Maximum gap between any two Consecutive (in number of days)
27 <sup>th</sup> May 2016	2 <sup>nd</sup> July 2016	21 days
15 <sup>th</sup> June 2016	15 <sup>th</sup> July 2016	21 days
Nil	6 <sup>th</sup> August 2016	NIL
Nil	19 <sup>th</sup> August 2016	Nil

## IV. Meeting of Committees

Date(s) of Meeting of the Committee in relevant quarter (July 2016 to Sep 2016)	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter (Apr 2016 to June 2016)	Maximum gap between any two Consecutive meetings in number of days
Audit committee – 15 <sup>th</sup> July 2016 19 <sup>th</sup> Aug 2016	Yes	27 <sup>th</sup> May 2016	48 days
Stakeholder relationship committee – 15 <sup>th</sup> July 2016	Yes	27 <sup>th</sup> May 2016	48 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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## 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

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Corporate office:  
Domaine, Door No: 1/20A,  
Rajiv Gandhi Salai (OMR),  
Karapakkam,  
Chennai - 600 097. India.  
T: 044-24501622  
F: 044-24501422  
E: info@hatsun.com  
CIN: L1599TNI986PLC012747

# HATSUN AGRO PRODUCT LTD

I) AFFIRMATIONS		
BROAD HEADING	REGULATION NUMBER	COMPLIANCE STATUS (YES/NO/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report and corporate governance report displayed on website.	46 (2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18 (1) (d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19 (3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report.	34 (3) read with para C of Schedule V	YES

Name & Designation : S.Narayan, Company Secretary

For HATSUN AGRO PRODUCT LTD

  
Company Secretary

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MILK

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