

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

**Name of the Company: HATSUN AGRO PRODUCT LIMITED**

**Quarter ended:30<sup>TH</sup> SEPTEMBER 2008**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	Disclosure is being made in every Annual Report
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	Affirmation of Compliance with the Code of Conduct and Declaration by CEO is being made in every Annual Report
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	Among others, the existing uncodified Whistle Blower Mechanism is reviewed by the Audit Committee.
(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	49(III)	N.A.	The Company has no Subsidiaries

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<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IVA)	Yes	Disclosed in every Annual Report.
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	Changes are being disclosed as and when there is any change in Accounting Treatment
(C) Board Disclosures – Risk Management	49(IVC)	Yes	Procedures are in place. These are refined from time to time in line with the requirements of the code and are reviewed periodically.
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IVD)	N.A.	Disclosures will be made as and when issue of equity shares takes place
(E) Remuneration of Directors	49(IVE)	Yes	Disclosed in every Annual Report
(F) Management	49(IVF)	Yes	Management Discussion and Analysis Report forms part of every Annual Report
(G) Shareholders	49(IVG)	Yes	Disclosed in every Annual Report
<b>V.CEO/CFO Certification</b>	49(V)	Yes	Disclosed in every Annual Report
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	
<b>VII. Compliance</b>	49(VII)	Yes	Disclosure is being made in every Annual Report