

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>th</sup> JUNE 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 : 30<sup>th</sup> June 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)<br>SRC – 1 entity<br>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)<br>AC – 1 entity<br>SRC – 2 entities<br>NRC – 2 entities                | 3 (Three)<br>AC – 1 entity<br>SRC – 2 entities   |
| Mr.                                  | N.Chandrasekaran      | ABVPC5221B / 00064869 | Independent Director                   | 31-07-2014          | 31.07.2014 to 31.03.2019 | 1 (One)  | 3 (Three)<br>AC – 1 entity,<br>SRC – 1 Entity<br>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)<br>AC – 1 entity,<br>SRC – 1 Entity<br>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)<br>AC – 1 entity,<br>SRC – 1 entity<br>NRC – 1 entity                   | None   |
| Ms.                                  | Dr.Chalini Madhivanan | ADFPC9507J / 02982290 | Independent Director                   | 23-09-2014          | 23.09.2014 to 22.09.2019 | 1 (One)  | 3 (Three)<br>AC – 1 entity,<br>SRC – 1 entity<br>NRC – 1 entity                   | None   |

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<br>Mr.B.Thenamuthan<br>Mr.Balaji Tammineedi<br>Mr.N.Chandrasekaran<br>Ms.Chalini Madhivanan                      | All are Non-Executive and Independent Directors  |
| Stakeholders Relationship*    | Mr.P.Vaidyanathan<br>Mr.B.Thenamuthan<br>Mr.Balaji Tammineedi<br>Mr.N.Chandrasekaran<br>Ms.Chalini Madhivanan<br>Mr.K.S.Thanarajan | Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Non Independent |
| Nomination & Remuneration     | Mr.P.Vaidyanathan<br>Mr.B.Thenamuthan<br>Mr.Balaji Tammineedi<br>Mr.N.Chandrasekaran<br>Ms.Chalini Madhivanan<br>Mr.K.S.Thanarajan | Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Independent<br>Non-Executive and Non Independent |

| III. Meeting of Board of Directors         |  |   |
|--|--|---|
| Date(s) of Meeting in the previous quarter | Dates of Meeting in the relevant quarter (April 2017 to June 2017) | Maximum gap between any two Consecutive (in number of days) |
| 18 <sup>th</sup> January 2017              | 27 <sup>th</sup> April 2017  | 98  |
| NIL  | 25 <sup>th</sup> May 2017  |   |

| IV. Meeting of Committees   |                                   |  |  |
|---|-----------------------------------|--|--|
| Date(s) of Meeting of the Committee in relevant quarter (Apr 2017 to June 2017) | Whether requirement of Quorum met | Date(s) of Meeting of the Committee in the previous quarter (Jan 2017 to Mar 2017) | Maximum gap between any two Consecutive meetings in number of days |
| Audit committee – 27 <sup>th</sup> April 2017                                   | Yes                               | Audit committee – 18 <sup>th</sup> Jan 2017  | 98 days  |
| Stakeholder relationship committee – 27 <sup>th</sup> April 2017                | Yes                               | Stakeholder relationship committee – 18 <sup>th</sup> Jan 2017                     | 98 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

## 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.

  
Company Secretary

Name & Designation : S.Narayan, Company Secretary