

# HARI GOVIND INTERNATIONAL LIMITED

Administrative Office : Gala No. 14, Software Technology Park, Link Road, Sadar, Nagpur, Maharashtra  
Telefax : 0712 - 2555363

To,  
The Bombay Stock Exchange Limited  
P.J. Tower,  
Dalal Street,  
Mumbai 400 001

## Compliance Report on Corporate Governance as on 31st March, 2009

| Particulars   | Clauses of Listing Agreement | Compliance Status Yes/No/NA | Remark  |
|---|------------------------------|-----------------------------|---|
| <b>I Board of Directors</b>   | 49(I)                        |                             |   |
| (A) Composition of Board  | 49(IA)                       | Yes                         |   |
| (B) Non-executive Directors' compensation & Disclosures                 | 49(IB)                       | NA                          | No fees / compensation are paid to non-executive Director                   |
| (C) Other provisions as to Board and Committees                         | 49(IC)                       | Yes                         |   |
| (D) Code of Conduct   | 49(ID)                       | Yes                         |   |
| <b>II Audit Committee</b>   | 49(II)                       |                             |   |
| (A) Qualified & Independent Audit Committee                             | 49(IIA)                      | Yes                         |   |
| (B) Meeting of Audit Committee  | 49(IIB)                      | Yes                         |   |
| (C) Power of Audit Committee 49(IIC)                                    | 49(IIC)                      | Yes                         |   |
| (D) Role of Audit Committee   | 49(IID)                      | Yes                         |   |
| (E) Review of information by Audit Committee                            | 49(IIE)                      | Yes                         |   |
| <b>III Subsidiary Companies</b>   | 49(III)                      | N.A.                        |   |
| <b>IV Disclosures</b>   | 49(IV)                       |                             |   |
| (A) Basis of Related party Transactions                                 | 49(IVA)                      | Yes                         |   |
| (B) Disclosure of Accounting Treatment                                  | 49(IVB)                      | Yes                         |   |
| (C) Board Disclosures   | 49(IVC)                      | Yes                         |   |
| (D) Proceeds from Public issues, right issues, preferential issues etc. | 49(IVD)                      | NA                          |   |
| (E) Remuneration of Directors   | 49(IVE)                      | NA                          | No remuneration is paid   |
| (F) Management  | 49(IVF)                      | Yes                         | Will be complied in the Annual Report for the financial year ended 31.03.09 |
| (G) Shareholders  | 49(IVG)                      | Yes                         | Will be complied in the Annual Report for the financial year ended 31.03.09 |
| <b>V CEO / CFO Certification</b>  |                              | Yes                         | Will be complied in the Annual Report for the financial year ended 31.03.09 |
| <b>VI Report on Corporate Governance</b>                                | 49(V)                        | Yes                         | Will be complied in the Annual Report for the financial year ended 31.03.09 |
| <b>VII Compliances</b>  | 49(VII)                      | Yes                         | Will be complied in the Annual Report for the financial year ended 31.03.09 |

for HARI GOVIND INTERNATIONAL LIMITED

Place : Mumbai  
Date : 30th April, 2009

Sd/-  
Jugalkishore Maniyar  
COMPLIANCE OFFICER