

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 December, 2011

| Particulars | Clauses of Listing Agreement | Compliance Status Yes/No/NA | Remark |
|---|------------------------------|-----------------------------|---|
| I Board of Directors | 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 | |
| II Audit Committee | 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 | |
| III Subsidiary Companies | 49(III) | N.A. | |
| IV Disclosures | 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 31.03.12 |
| (G) Shareholders | 49(IVG) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.12 |
| V CEO / CFO Certification | | Yes | Will be complied in the Annual Report for the financial year ended 31.03.12 |
| VI Report on Corporate Governance | 49(V) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.12 |
| VII Compliances | 49(VII) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.12 |

for HARI GOVIND INTERNATIONAL LIMITED

Place : Mumbai
Date : 21st January, 2012

Sd/-
Jugalkishore Maniyar
COMPLIANCE OFFICER