

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, 2008

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 31.03.09
(G) Shareholders	49(IVG)	Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
V CEO / CFO Certification		Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
VI Report on Corporate Governance	49(V)	Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
VII Compliances	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 : 31st Jan 2009

Sd/-
Jugalkishore Maniyar
COMPLIANCE OFFICER