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HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD.

Regd Off: Old Motor Stand, Itwari Nagpur- 440 008, Maharashtra.

Telephone: 0712- 2768748/2768749

Corp. Off:- Office No. 303, 3rd Floor, Premises No. 71, Metcaffe Street, Bowbazar

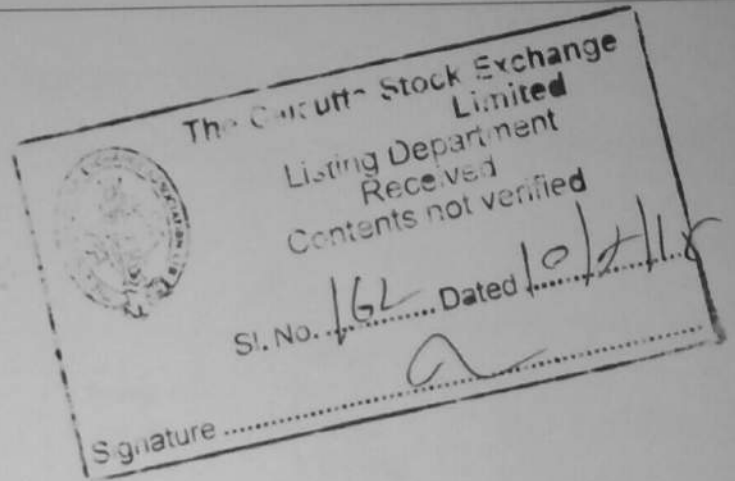
Kolkatta - 700 013, West Bengal Telephone: 033- 65555464

Website: www.harigangamachineries.com Email ID :- harigangamachineries@gmail.com

CIN NO:- L45208MH1980PLC022506

Date: 09th July, 2015

To,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Calcutta- 700 001



Subject: Clause 49 of the Listing Agreement.
Scrip ID: 18096

Dear Sir/ Madam,

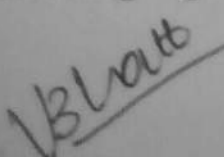
Please find enclosed herewith the Corporate Governance Report pursuant to Clause 49 of Listing Agreement for the Quarter Ended 30th June, 2015.

Kindly acknowledge receipt of the same.

Thanking You.

Yours truly,

For Hariganga Machineries And Engineering Services Ltd.


Vedant Bhatt
Company Secretary & Compliance Officer



Encl.: As above

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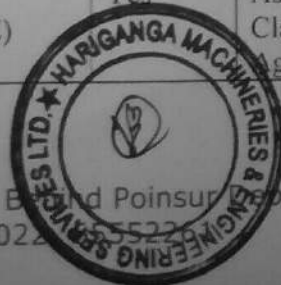
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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **HARIGANGA MACHINERIES & ENGINEERING SERVICES LTD.**

Quarter Ending on: **30th June, 2015**

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/ N.A | Remarks |
|---|-----------------------------|-------------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | Complied |
| (B) Independent Directors | 49 (IIB) | Yes | Complied |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | Sitting fees paid to Non-executive and Independent Directors within the specified limit. |
| (C) Other provisions as to Board and Committees | 49 (IID) | Yes | All the requirements are being complied with. |
| (D) Code of Conduct | 49 (IIE) | Yes | |
| (E) Whistle Blower Policy | 49 (IIF) | Yes | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | The Audit committee comprises of qualified and independent directors. All the requirements are being complied with. |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | As per the revised Clause 49 of the Listing Agreement. |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | As per the revised Clause 49 of the Listing Agreement. |
| (D) Role of Audit Committee | 49 (IIID) | Yes | As per the revised Clause 49 of the Listing Agreement. |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | As per the revised Clause 49 of the Listing Agreement. |



Corp Off: - F- 24, First Floor, Raghuleela Mega Mall, Behind Poinisur Foot, Kandivali (West),
Mumbai- 400067. Tel No:- 022- 25522000

| | | | |
|---|-------------|--------|--|
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | As per the revised Clause 49 of the Listing Agreement. |
| V. Subsidiary Companies | 49 (V) | N.A | |
| VI. Risk Management | 49 (VI) | N.A* | |
| VII. Related Party Transactions | 49 (VII) | "N.A." | |
| VIII. Disclosures | 49 (VIII) | Yes | |
| (A) Related party transactions | 49 (VIII A) | "N.A." | The Company has not entered into any material related party transaction during the quarter under report. |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | The Company has followed the treatments prescribed under the relevant Accounting Standards in preparation of the Financial Statements. |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Required Annually |
| (D) Management | 49 (VIII D) | Yes | |
| (E) Shareholders | 49 (VIII E) | Yes | Complied |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | N.A. | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Will be complied in AGM |
| X. Report on Corporate Governance | 49 (X) | Yes | Will be complied in AGM |
| XI. Compliance | 49 (XI) | Yes | Will be complied in the next Annual Report |

Date: 09th July, 2015

For Hariganga Machineries And Engineering Services Ltd.



Vedant Bhatt

Vedant Bhatt

Company Secretary & Compliance Officer

***Note:**

Vide Circular No. CIR/CFD/ POLICY CELL/7/2014 Dated September 15, 2014 the amended provisions of Clause 49 of Listing Agreement are Not Mandatory in respect of the Listed companies having Paid-up equity share capital less than Rs.10 crores and Networth not exceeding Rs. 25 crores.