

Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2013-14
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors presents the Corporate Governance Report for the year 2013- 14 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March, 2014.

2. Board of Directors:

The Board of Directors of the Company is composed of committed persons with considerable experience in varied fields and comprises a majority of Non-Executive Directors. The Board is properly constituted as per Clause 49 of the Listing Agreement.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2014 have been made by the Directors.

During the financial year ended 31st March, 2014, 5 Meetings of the Board of Directors were held as on 30/04/2013, 31/07/2013, 26/08/2013, 31/10/2013, and 15/02/2014.

Sr.	Name of Directors	Category of Directors	No. of Board Meetings held during the Year	No. of meetings attended	Whether attended last AGM	No. of other Directorship	No. of membership of Committees in other Public Ltd Companies
1	Mr. Dinesh Agrawal	Executive Director	5	5	Yes	1	2
2	Mr. Harish Agrawal	Executive Director	5	5	Yes	1	2
3	Mr. Chandrakant Dahale	Independent Director	5	5	Yes	1*	2*

* Mr. Chandrakant Dahale was Director of Mahesh Agricultural Implements & Steel Forgings Ltd. He was resigned on 27th July, 2013.

Notes:

1. Excludes alternate Directorships and Directorships in foreign companies and private companies.
2. Excludes Committees other than Audit Committee and Shareholders' / Investors' Grievance Committee and Companies other than public limited companies.

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

3. Particulars of appointed & re-appointed Directors:

In accordance with the requirements of the Companies Act, 1956 and Article of Association of the Company Mr. Dinesh Agrawal retire by rotation and being eligible have offered themselves for re-appointment. The Board of Directors recommends his re-appointment. The Company has received requisite notices in writing from members proposing Mr. Chandrakant Dahale for appointment of Independent Directors in terms of the requirement of Companies Act, 2013. The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

* Committees means only Audit and Shareholder's/ Investor Grievance Committee as per Clause 49 of the Listing Agreement.

4. Audit Committee:

i. Brief Description of Terms of Reference

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

The terms of reference, Role and powers of the Audit Committee are as mentioned in Clause 49 II (A) to (E) of the Listing Agreement entered into with the Stock Exchanges and read with Section 292A of the Companies Act, 1956 and To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

ii. Composition

The Audit Committee comprised of Mr. Chandrakant Dahale Chairman, Mr. Dinesh Agrawal and Mr. Harish Agrawal as Members. The composition of the Board of Directors is in accordance with Clause 49 of the Listing Agreement.

All the Members of the Audit Committee are financially literate and possess sound knowledge of accounts, audit, finance etc. Mr. Chandrakant Dahale is the Chairman of the Audit Committee.

iii. Meetings and Attendance During the Year:

During the 2013-2014 under review 4 meetings of the Audit Committee were held on, 30/04/2013, 31/07/2013, 31/10/2013 and 15/02/2014. The attendance of members is as follows:

Share Transfer & Shareholders' / Investors' Grievance Committee:

(i) Composition

The Share Transfer & Shareholders' / Investors' Grievance Committee comprises following Members:

Name	Category	Meetings during the year 2013-14	
		Held	Attended
Mr. Dinesh Agrawal	Chairman Executive Director	4	4
Mr. Harish Agrawal	Member Executive Director	4	4
Mr. Chandrakant Dahale	Member Independent Director	4	4

The constitution and terms of reference of the Share Transfer & Shareholders' / Investors' Grievance Committee is in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

This committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate Certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Board has designated Mr. Dinesh Agrawal, as the Compliance Officer.

The total number of complaints received and replied to the satisfaction of the shareholders during the year is as follows:-

No. of shareholders' complaints received during the year	:	0
No. of complaints not resolved to the satisfaction of shareholders	:	0
No. of pending share transfers	:	0
No. of Complaints Resolved	:	0

6. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed section on Management Discussion and Analysis. is attached above.

7. GENERAL BODY MEETINGS:

(i) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2012-2013	19/09/2013	02.00 p.m.	202, Hotel Samrat International, 37, Karanpara, Near S. T. Bus Station, Rajkot- 360 001.
2011-2012	24/09/2012	11.00 a.m.	Usha Kiran Apt, Sardar Nagar Main Rd Rajkot.
2010-2011	29/09/2011	11.00 a.m.	Usha Kiran Apt, Sardar Nagar Main Rd Rajkot.

(ii) Special Resolution passed in previous three Annual General Meetings: NIL

(iii) Special Resolution passed last year through Postal Ballot: - NIL

OTHER DISCLOSURES:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

The Company was suspended from trading in Equity Shares of the Company from stock exchanges due to penal reasons. The Company is making all necessary Compliances with the Stock Exchanges and other Statutory Authorities for revocation of its suspension.

(e) It is confirmed that no personnel has been denied access to the Audit Committee.

REMUNERATION OF DIRECTORS:

Details of remuneration paid to Directors
None of Directors have been paid during the year.

MEANS OF COMMUNICATION:

I. Quarterly Results:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board.

II. Website:

Name of the Company's Website where the results are displayed is www.hariyanametals.com.

III. Official News Releases:

The Company displays official news releases as and when the situation arises.

IV. Presentations:

The Company makes presentation to institutional investors or the analysts when found appropriate.

11. GENERAL SHAREHOLDER INFORMATION:

(a) AGM DATE, TIME AND VENUE:

Annual General Meeting will be held on, **Tuesday 30th September, 2014 at 10.00 A.M.** at the registered office of the Company at **-Old Motor Stand, Itwari, Nagpur - 440 008.**

(b) FINANCIAL YEAR:

The Financial Year is from 1st April 2014 to 31st March 2015.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2014	: End of July 2014
Unaudited Results for quarter ending September 30, 2014	: End of October 2014
Unaudited Results for quarter ending December 31, 2014	: End of January 2014
Audited Results for year ending March 31, 2015	: End of July 2015.
AGM for year ending March 31, 2015	: End of September 2015.

(c) BOOK CLOSURE PERIOD: Thursday, the 25th September, 2014 to Tuesday, the 30th September, 2014 (both days are inclusive)

(d) DIVIDEND PAYMENT: The Company has not declared any dividend.

(e) STOCK EXCHANGES WHERE SECURITIES ARE LISTED:

Name of the Stock Exchange (Equity Shares)	Stock Code
BSE Limited	506024
Calcutta Stock Exchange Limited	18101

(f) STOCK MARKET DATA:

There has not been any trade in the shares of the Company during the year ended 31st March, 2014. However the Board of Directors are making efforts for revocation of suspension of trading in equity shares of the Company.

(g) REGISTRAR AND TRANSFER AGENT: Purva Share Registry (India) Pvt Ltd.
Shiv Shakti Industrial Estate,
Unit No.9, J R Boricha Marg,
Sitamil Compound, Lower Parel,
Mumbai-400011.

(h) SHARE TRANSFER SYSTEM WITH NUMBER OF SHARES TRANSFERRED:

Physical shares sent for transfers or dematerialization are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents.

(i) DEMATERIALIZATION OF SHARES AND LIQUIDITY:

ISIN:INE219D01012.

(j) OUTSTANDING GDRS/ WARRANTS, CONVERTIBLE BONDS, CONVERSION DATE AND ITS IMPACT ON EQUITY: Nil

(ii) Shareholding pattern as at 31st March, 2014:

Category	No. of Shares held	% to Total Shares
Promoter Group	312550	53.84
Mutual Funds and UTI	00	0.00
Banks & Financial institutions & Insurance Companies etc.	10 00	0.17
Corporate Bodies	63950	11.02
General Public	203000	34.97
NRI/OCBs	0	0.00
TOTAL	580500	100.00

(I) ADDRESS FOR CORRESPONDENCE:

The Company's Registered Office is situated at:

Regd off: Old Motor Stand, Itwari,
Nagpur- 440008.

12. CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Chairman forms part of this Report.

NON-MANDATORY REQUIREMENTS:

The Company is not yet implementing the non-mandatory requirements under Clause 49 of the Listing Agreement. However, adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

By Order of the Board
For HARIYANA METALS LIMITED.

Harish Agrawal Dinesh agrawal

DIRECTOR
DIN 00291083

DIRECTOR
DIN 00291086

Place : Nagpur

Dated: 31st May 2014