

HERALD COMMERCE LTD.

10, Princep Street
2nd Floor, Kolkata 700 072
Phone: 033-2225-6851, 3292 5520
Fax: (033) 2237 -9053
E-Mail: info@heraldcommerce.com
Website: www.heraldcommerce.com
CIN: L51909WB1982PLC035364

13th July, 2020

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001
Scrip Code : 18105

Dear Sir/Ma'am,

Sub: Compliance Report on Corporate Governance for the Quarter ended 30th June, 2020.

Ref : Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Compliance Report on Corporate Governance for the quarter ended 30th June, 2020 in prescribed format in Annexure- I.

This is for your perusal, necessary action and record.

Thanking you,

yours faithfully,
For **Herald Commerce Limited**



Krishna Banerjee
(Director)
DIN: 06997186



General information about company

Scrip code	018105
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE914A01014
Name of the entity	HERALD COMMERCE LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Quarterly
Date of Report	30-06-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Yes

Whether Chairperson is related to MD or CEO

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SUSANTA DOLUI	ALIPD6910D	02956881	Executive Director	Chairperson	MD	01-01-1976	NA		18-04-2019			2	0	2	0			
2	Mr	PURNNA CHANDRA BARIK	AJZPB0234H	02968931	Non-Executive - Independent Director	Not Applicable	Shareholder Director	10-11-1973	Yes	25-09-2019	20-07-2015	25-09-2019		60	1	0	2			
3	Mrs	KRISHNA BANERJEE	APJPB3957M	06997186	Executive Director	Not Applicable		01-01-1964	No		25-03-2015			7	0	4	0			
4	Mr	BIKASH ADHIKARY	AKIPA0481B	07478898	Non-Executive - Independent Director	Not Applicable		27-03-1985	No		11-11-2017			3	2	6	0			

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	ROHIT SAHU	CWRPS3440K	08426713	Non-Executive - Independent Director	Not Applicable	Shareholder Director	10-05-1992	Yes	25-09-2019	19-08-2019			60	3	3	4	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02968931	PURNNA CHANDRA BARIK	Non-Executive - Independent Director	Chairperson	20-07-2015		
2	07478898	BIKASH ADHIKARY	Non-Executive - Non Independent Director	Member	11-11-2017		
3	08426713	ROHIT SAHU	Non-Executive - Independent Director	Member	19-08-2019		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							
						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02968931	PURNNA CHANDRA BARIK	Non-Executive - Independent Director	Chairperson	20-07-2015		
2	07478898	BIKASH ADHIKARY	Non-Executive - Non Independent Director	Member	11-11-2017		
3	08426713	ROHIT SAHU	Non-Executive - Independent Director	Member	19-08-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02968931	PURNNA CHANDRA BARIK	Non-Executive - Independent Director	Chairperson	20-07-2015		
2	07478898	BIKASH ADHIKARY	Non-Executive - Non Independent Director	Member	11-11-2017		
3	08426713	ROHIT SAHU	Non-Executive - Independent Director	Member	19-08-2019		

Corporate Social Responsibility Committee

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
No							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		Date(s) of meeting (if any) in the current quarter	Date(s) of meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr								
1			12-02-2020			Yes	5	2
2			02-03-2020	18		Yes	5	2
3		16-04-2020				Yes	5	2

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-02-2020				Yes	3	2
2	Nomination and remuneration committee	12-02-2020				Yes	3	2
3	Stakeholders Relationship Committee	12-02-2020				Yes	3	2

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	KRISHNA BANERJEE
2	Designation	Director