

21<sup>st</sup> January, 2022

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 31<sup>st</sup> December, 2021**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2021 in prescribed format in Annexure- I.

This is for your perusal, necessary action and record.

Thanking you,

yours faithfully,

For **Herald Commerce Limited**



**Susanta Dolui**  
**(Managing Director)**  
**DIN: 02956881**



**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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
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																		
		Whether Chairperson is related to MD or CEO																		
		Yes																		
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)	No 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	APIPB3957M	06997186	Executive Director	Not Applicable		01-01-1964	No	25-03-2015				7	0	4	0			
4	Mr	BIKASH ADHIKARY	AKIPA0481B	07478898	Non-Executive - Non Independent Director	Not Applicable		27-03-1985	Yes	11-11-2017	29-09-2021			36	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)
5	Mr	ROHIT SAHU	CWRPS340K	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								
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson			Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors	Yes			
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							Remarks
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		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
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		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* (other than Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter					
1	13-08-2021			Yes	5	2
2		90		Yes	5	2

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory									
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* (other than Independent Director)	No. of Independent Directors attending the meeting*	
1	Audit Committee	13-08-2021				Yes	3	2	
2	Audit Committee	12-11-2021	90			Yes	3	2	
3	Stakeholders Relationship Committee	13-08-2021				Yes	3	2	
4	Nomination and remuneration committee	13-08-2021				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	SUSANTA DOLUI
2	Designation	Managing Director

**Signatory Details**

Name of signatory	SUSANTA DOLUI
Designation of person	Managing Director
Place	Kolkata
Date	21-01-2022