

# HERALD COMMERCE LTD.

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CIN NO. : L51909WB1982PLC035364

**Dated: 14.07.2016**

The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata – 700 001

Dear Sir/Madam

**Sub: Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2016**

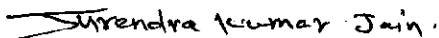
Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2016 in prescribed format in Annexure- I.

This is for your information and record please.

Thanking You,

Yours faithfully,

For **Herald Commerce Limited**



**Surendra Kumar Jain**  
**(Managing Director)**  
**DIN No. 00166852**

**Annexure - I**

1. Name of the Listed Entity: Herald Commerce Ltd.
2. Quarter Ending: 30th June, 2016

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in Listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	
Mr.	Surendra Kumar Jain	PAN: AEYP10521K DIN: 00166852	Executive	15/10/2004	-	2	1	-	
Mr.	Arun Nath	PAN: ADUPN4876A DIN: 02087215	Non-Executive/ Independent	2/6/2008	5 Years w.e.f. 26.09.2014	3	4	2	
Mrs.	Krishna Banerjee	PAN: AP1P33957M DIN: 06997186	Non-Executive	25/03/2015	-	4	1	-	
Mr.	Sanjay Das	PAN: AIDPD4373K DIN: 03569600	Non-Executive/ Independent	20/07/2015	2 Years w.e.f. 30.09.2015	2	1	-	
Mrs.	Madhu Barrwal	PAN: AQ1PP1684L DIN: 07150790	Non-Executive	14/08/2015 & Resigned on	-	7	-	-	
Mr.	Purnna Chandra Barik	PAN: AIZPB0234H DIN: 02968931	Non-Executive/ Independent	20/07/2015	2 Years w.e.f. 30.09.2015	1	1	-	
II. Composition of Committees									
Name of Committee		Name of Committee Members		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)					
1. Audit Committee		Mr. Arun Nath	Non-Executive/Independent	Mr. Sanjay Das	Non-Executive/Independent	Ms. Krishna Banerjee	Non-Executive	Mr. Arun Nath	Non-Executive/Independent
2. Nomination & Remuneration Committee		Ms. Krishna Banerjee	Non-Executive	Mr. Arun Nath	Non-Executive/Independent	Ms. Krishna Banerjee	Non-Executive	Mr. Sanjay Das	Non-Executive
3. Stakeholders Relationship Committee		Mr. Arun Nath	Non-Executive/Independent	Mr. Arun Nath	Non-Executive/Independent	Mr. Surendra Kumar Jain	Executive	Mr. Purnna Chandra Barik	Non-Executive/Independent

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
12th February, 2016	30th May, 2016	107 Days	
IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee- 28th May, 2016	Yes, Total Strength - 3 Directors, Present - 3 Directors	11th February, 2016	106 Days
V. Related Party Transactions			
Subject	Compliance Status (Yes/No/NA)		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & Remuneration Committee			
c. Stakeholders Relationship Committee			
d. Risk Management Committee (applicable to the top 100 listed entities)			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
4. The meeting of board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL			
<p style="text-align: center;"><i>Surendra Kumar Jain</i>  <b>Surendra Kumar Jain</b>  <b>Managing Director</b>  DIN: 00166852</p>			