

# HERALD COMMERCE LTD.

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CIN: L51909WB1982PLC035364

**Dated: 12.10.2018**

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> September, 2018 and at the end of 6 months after end of financial year 31<sup>st</sup> March, 2018**

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> September, 2018 and at the end of 6 months after end of financial year 31<sup>st</sup> March, 2018 in prescribed format in Annexure- I and Annexure- III respectively.

This is for your information and record please.

Thanking You,

Yours faithfully,

For Herald Commerce Limited



**Purnna Chandra Barik**  
(Director)  
DIN 02968931


**Annexure - I**

1. Name of the Listed Entity: Herald Commerce Ltd.
2. Quarter Ending: 30th September, 2018

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)	
Mrs.	Krishna Banerjee	PAN: AP/PB3957M DIN: 06997186	Executive	25/03/2015	-	7	2	-	
Mr.	Sanjay Das	PAN: AJDPD4373K DIN: 03569600	Non-Executive/ Independent	20/07/2015	2 Years w.e.f 25.09.2017	2	3	1	
Mr.	Purnna Chandra Barik	PAN: AJZPB0234H DIN: 02968931	Non-Executive/ Independent	20/07/2015	2 Years w.e.f 25.09.2017	1	-	2	
Mr.	Bikash Adhikary	PAN: AKIP40481B DIN: 07478898	Non-Executive	11/11/2017	-	3	6	-	
II. Composition of Committees									
Name of Committee		Name of Committee Members					Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
1. Audit Committee		Mr. Purnna Chandra Barik					Non-Executive/Independent		
		Mr. Sanjay Das					Non-Executive/Independent		
		Mr. Bikash Adhikary					Non-Executive		
		Mr. Purnna Chandra Barik					Non-Executive/Independent		
2. Nomination & Remuneration Committee		Mr. Sanjay Das					Non-Executive/Independent		
		Mr. Bikash Adhikary					Non-Executive		
		Mr. Purnna Chandra Barik					Non-Executive/Independent		
		Mr. Sanjay Das					Non-Executive/Independent		
3. Stakeholders Relationship Committee		Mr. Purnna Chandra Barik					Non-Executive/Independent		
		Mr. Sanjay Das					Non-Executive/Independent		
		Mr. Bikash Adhikary					Non-Executive		

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)	
29th May, 2018	14th August, 2018	76 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- 13th August, 2018	Yes, Total Strength - 3 Directors, Present - 3 Directors	28th May, 2018	76 Days
V. Related Party Transactions			
Subject	Whether prior approval of audit committee obtained	Whether shareholder approval obtained for material RPT	Compliance Status (Yes/No/NA)
			Yes
			NA
			Yes
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, rol 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			
 Purnima Chandra Barik Director DIN: 02968931			

**Annexure III to be submitted by listed entity for six months ended 30th September, 2018 after end of financial year 31st March, 2018**

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination & Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1. In the Column " Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.: Nil</p>		
<p align="center">   <b>Purnna Chandra Barik</b>                      Director                      DIN: 02968931                 </p>		