

HERALD COMMERCE LTD.

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CIN NO. : L51909WB1982PLC035364

Dated: 12.04.2016

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

Dear Sir/Madam

Sub: Compliance Report on Corporate Governance for the quarter/financial year ended 31st March, 2016

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Quarterly and Annual Compliance Report on Corporate Governance for the quarter and financial year ended 31st March, 2016 in prescribed format in Annexure- I and Annexure- II respectively.

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: 31st March, 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: AEYPJ0521K 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: APJPB3957M 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 Barnwal	PAN: AQJPP1684L DIN: 07150790	Non-Executive	14/08/2015	-	8	-	-
Mr.	Purnna Chandra Barik	PAN: AIZPPR0234H 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			
2. Nomination & Remuneration Committee		Mr. Arun Nath			Non-Executive/Independent			
		Ms. Krishna Banerjee			Non-Executive			
		Mr. Sanjay Das			Non-Executive/Independent			
3. Stakeholders Relationship Committee		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 November, 2015	12th February, 2016	91 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- 11th February, 2016	Yes, Total Strength - 3 Directors, Present - 3 Directors	10th November, 2015	92 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

Surendra Kumar Jain

Surendra Kumar Jain
Managing Director
DIN: 00166852

ANNEXURE - II

Name of the Listed Entity: Herald Commerce Ltd.
Financial Year: From 1st April, 2015 To 31st March, 2016

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)
Details of Business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
Criteria of making payments to Non - Executive Directors	N.A.
Policy on dealing with Related Party Transactions	Yes
Policy on determining "Material" Subsidiary	Yes
Details of familiarization programme imparted to Independent Directors	Yes
Contact information of the designated officials to the Listed Entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the Listed Entity	N.A.

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Report	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	N.A.
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3) & (4)	N.A.
Vigil Mechanism	22	Yes
Policy on Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2) & (3)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to the subsidiary of Listed Entity	24(2), (3), (4), (5) & (6)'	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non - Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note

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 word "N.A." may be indicated.

2. If status is "No" details of non - compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmation

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Surendra Kumar Jain

Surendra Kumar Jain
Managing Director