

30<sup>th</sup> May, 2022

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

Dear Sir/Ma'am,

**Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2022.**

**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIRICFDICMDI//27 /2019 dated February 8, 2019. Please find attached herewith the Annual Secretarial Compliance Report issued by Ms. Ankita Goenka (FCS: 10572, COP: 14204), Practicing Company Secretary, for the Financial Year ended 31st March, 2022.

Kindly take the aforesaid information on record and oblige.

Thanking you,

yours faithfully,

For **Herald Commerce Limited**



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

**[Pursuant to circular CIR/CFD/CMD1/27/2019 dated February 08/2019 for the purpose of compliance with Regulation 24A of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015]**

Secretarial Compliance Report of **HERALD COMMERCE LIMITED** for the year ended **31st March, 2022**

We have conducted physical as well online verification & examination of :

A. All the documents and records made available to us and resultant state wide lockdown and explanation provided by **HERALD COMMERCE LIMITED** ("the listed entity"),

B. The filings/ submissions made by the listed entity to the stock exchanges,

C. Website of the listed entity,

D. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

a. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

b. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-**

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;  
**Not applicable during the year under review.**

c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the year under review.**

e. Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations, 2014; **Not applicable during the year under review.**

f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year under review.**

g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the year under review.**

h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i. Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and based on the above examination and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the Covid 19 Pandemic. I hereby report that, during the review period:

**And based on the above examination, I/We hereby report that during the Review Period:**

a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. The status of the Company as per the CSE website is currently suspended.

b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records except website of the Company which has some technical glitches which needs to be sorted out.

**ANKITA GOENKA & ASSOCIATES,** COMPANY SECRETARIES

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@ ankita.goenka86@gmail.com

<b>SL. No.</b>	<b>Compliance Requirements (Regulations/ Guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/Remarks of the Practicing Company Secretary</b>
1.	Regulation 7 (3) SEBI LODR – Compliance Certificate certifying maintaining physical & electronic transfer facilities by the compliance officer of the listed entity and the authorized representative of the share transfer agent	Regulation 7 (3) SEBI LODR	The Company has filed the same,however (only covering letter)it was not signed by Company Secretary
2.	As per Regulation 18 (2) (a) The audit committee shall meet at least four times in a year and not more than one hundred and twenty (120) days shall elapse between two meetings	Gap between the meetings held on 25 th,June 2021, was 132 days	With regard to conduct of Audit Committee meeting beyond the prescribed gap of 120 days, it was explained that, as the working of the Company was severely affected due to long Covid-19 Pandemic lockdown, the meeting could be conducted with a marginal delay keeping in view the extension granted by MCA vide its circular date 3rd May, 2021, for holding such meetings from 120 days to 180 days. The matter was suitably explained .
3.	Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Newspaper publication informing that AGM through VC/OAVM and requesting members to update respective Mail ID PUBLISHED ON 12.08.2021	The website mentioned in the newspaper publication as “www.heraldcommerce.inand” Instead of “www.heraldcommerce.in”	As per the clarification given by the Company it was a typing error
4.	As per Regulation 6(1) of SEBI LODR, A listed entity shall appoint a qualified company secretary as the compliance officer. However Sudhir Kumar Kothari the Company secretary of the Company resigned on 30 <sup>th</sup> Oct,2020	As per Regulation 6(1) of SEBI LODR, the Company has not appointed any other Company Secretary yet.	The Company has delayed Filed Eform DIR-12 with MCA and is yet to notify to stock Exchange and appoint new Company Secretary in his place as per Regulation 6 and 30 of SEBI,LODR

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c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
1.	The Calcutta Stock Exchange Limited	Non -Compliance of Listing agreement with regard to the payment of Annual Listing fees, submission of various compliances as per provisions and execution of New Agreement pursuant to SEBI Regulations as per letter no. CSE/LD/65/2020 dated 10/07/2020	Non -Payment of Annual Listing fees is a violation of the Listing Agreement and interest at 18% p.a is chargeable on the outstanding listing fees	The Company failed to produce the notice to us during last financial year i.e 2020-2021. However the Company made a reply to CSE on 27 <sup>th</sup> July 2020 to grant a clear 6 months relaxation for clearing the dues and to waive the interest .

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d. There were following item for which the listed entity had to take any actions to comply with the observations made in previous reports.

<b>Sr. No.</b>	Observations of the Practicing Company Secretary on the previous reports	Observations made in the secretarial compliance report for the year ended on 31st march 2021.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company failed to produce the notice to us during last financial year i.e 2020-2021. However the Company made a reply to CSE on 27 <sup>th</sup> July 2020 to grant a clear 6 months relaxation for clearing the dues and to waive the interest .	Non -Compliance of Listing agreement with regard to the payment of Annual Listing fees,submission of various compliances as per provisions and execution of New Agreement pursuance to SEBI Regulations as per letter no. CSE/LD/65/2020	the Company made a reply to CSE on 27 <sup>th</sup> July 2020 to grant a clear 6 months relaxation for clearing the dues and to waive the interest .	As per the clarification given by the Company ,the Company has complied there is no further progress in the matter.

**For Ankita Goenka & Associates**  
Practicing Company Secretaries

ANKITA GOENKA Digitally signed by  
ANKITA GOENKA  
Date: 2022.05.30  
19:16:19 +05'30'

**Ankita Goenka**  
**Proprietor**  
**FCS No. : 10572**  
**COP No. : 14204**  
**UDINNo. F010572D000436668**  
**PEER REVIEW:Certificate**  
**no. 2133/2022 dated 20<sup>th</sup>May, 2022**

**Date -24/05/2022**

**Place - Kolkata**