

Name of Listed Entity: **Heranba Industries Limited**Date: **September 30, 2018****1. Composition of Board of Directors**

Title	Name of the Director	PAN No.	DIN No.	Category	Date of appointment in current term	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Sadashiv K. Shetty	AAJPS4330G	00038681	Chairman and Managing Director	May 25, 2018	-	1	0	0
Mr.	Raghuram K. Shetty	AMWPS0596B	00038703	Whole time Director	May 25, 2018	-	1	1	0
Ms.	Sujata S. Shetty	AVGPS3084F	00632563	Executive Director	September 24, 2018	-	1	0	0
Ms.	Vanita R. Shetty	ACLPS0010K	02493401	Executive Director	September 24, 2018	-	1	0	0
Mr.	Raunak R. Shetty	DMGS0808P	08006529	Director	December 04, 2017	-	1	0	0
Mr.	Anil Kumar M. Marlecha	AOCPM4253P	08193193	Independent Director	August 31, 2018	Five years with effect from August 31, 2018	1	1	1
Mr.	Vanmali Ganesh Narayan	AAAPV3003E	07833853	Independent Director	August 31, 2018	Five years with effect from August 31, 2018	2	3	1
Mr.	Kaushik Hasmukh	AFNPG3587J	01265059	Independent	July 09, 2018	Five years	1	2	1

	Gandhi			Director		with effect from July 09, 2018			
Mr .	Mulky Vishwanath Shetty	AHNPS7151E	08168960	Independent Director	July 09, 2018	Five years with effect from July 09, 2018	1	1	0
Mr .	NimeshSahadeo Singh	ANIPS2967F	01265059	Independent Director	August 31, 2018	Five years with effect from August 31, 2018	1	0	0

2. Composition of Committees

Name of Committee	Name of Committee Members	Category
Audit Committee	Kaushik Hasmukh Gandhi	Chairperson/ Independent Director
	Mulky Vishwanath Shetty	Independent Director
	Vanmali Ganesh Narayan	Independent Director
Nomination & Remuneration Committee	Kaushik Hasmukh Gandhi	Chairperson/ Independent Director
	Mulky Vishwanath Shetty	Independent Director
	Anil Kumar M. Marlecha	Independent Director
Stakeholders Relationship Committee	Anil Kumar M. Marlecha	Chairperson/ Independent Director
	Raghuram K. Shetty	Whole-time Director
	Vanmali Ganesh Narayan	Independent Director

3. 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)
21/04/2018 07/05/2018 25/05/2018 16/06/2018	27/07/2018 31/07/2018 14/08/2018 31/08/2018 17/09/2018 24/09/2018 26/09/2018 28/09/2018	21 days

4. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Committees in Compliance of SEBI (LODR) Regulations were formed on August 31, 2018			

5. Related Party Transactions

Subject	Compliance Status
Whether prior approval of audit committee obtained	No, since Audit Committee in Compliance of SEBI (LODR) Regulations was formed on August 31, 2018. Will be complied
Whether shareholder approval obtained for material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	

6. Affirmations

- a. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- b. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee **Yes**
 - Nomination & Remuneration Committee **Yes**
 - Stakeholders Relationship Committee **Yes**
- c. 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**
- d. 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. **Complied for Board Meetings and Committees in Compliance of SEBI (LODR) Regulations were formed on August 31, 2018**
- e. This report has been placed before Board of Directors. **Yes**

For Heranba Industries Limited

Sd/-

Shivani Rohila
Company Secretary and Compliance Officer
Membership No.: ACS-43788

Date : October 05, 2018

Place : Mumbai

ANNEXURE II**1. Disclosure on website in terms of Listing Regulations**

Items	Compliance Status
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	Yes
Policy on dealing with related party transactions	Yes
Policy for determining material subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of 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	Not Applicable
New name and the old name of the listed entity	Not Applicable

2. Annual Affirmations

Particulars	Regulation no.	Compliance Status
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 Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	The independent directors are appointed in FY 2018-19 and compliance will be done at the closing of Financial Year
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	The audit committee was reconstituted on August 31, 2018 and the regulations will be complied
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)	not applicable
Vigil Mechanism	22	Yes
Policy for 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)	The audit committee was reconstituted on August 31,2018 and the regulations will be complied
Approval for material related party transactions	23(4)	The audit committee was reconstituted on August 31,2018 and the regulations will be complied
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable as the Company does not have unlisted material subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Not Applicable as the company does not have subsidiary
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	will be complied as all the independent directors are appointed in the FY 2018-19
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)	will be complied as all the independent directors are appointed in the FY 2018-19
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

3. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

For Heranba Industries Limited

Sd/-

Shivani Rohila
Company Secretary and Compliance Officer
Membership No.: ACS-43788

Date : October 05,2018

Place : Mumbai

ANNEXURE III

1. Affirmations

Broad Heading	Regulation No.	Compliance Status
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 the nomination and remuneration committee at the annual general Meeting	19(3)	No
Whether Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	No

For Heranba Industries Limited

Sd/-

Shivani Rohila
Company Secretary and Compliance Officer
Membership No.: ACS-43788

Date : October 05,2018

Place : Mumbai