

<b>General information about company</b>	
Scrip code	543266
NSE Symbol	HERANBA
MSEI Symbol	
ISIN	INE694N01015
Name of the entity	HERANBA INDUSTRIES LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SADASHIV K SHETTY	AAJPS4330G	00038681	Executive Director	Chairperson		13-06-1954	NA		01-11-2018	01-11-2018		5	1	0	0	0		
2	Mr	RAGHURAM K SHETTY	AMWPS0596B	00038703	Executive Director	Not Applicable	MD	25-03-1959	NA		01-11-2018	01-11-2018		5	1	0	1	0		
3	Mrs	SUJATA S SHETTY	AVGPS3084F	00632563	Executive Director	Not Applicable		08-05-1960	NA		01-04-2019	01-04-2019		5	1	0	0	0		
4	Mrs	VANITA R SHETTY	ACLPS0010K	02493401	Executive Director	Not Applicable		14-11-1966	NA		01-04-2019	01-04-2019		5	1	0	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	RAUNAK R SHETTY	DMGPS0808P	08006529	Executive Director	Not Applicable		02-09-1992	NA		01-04-2019	01-04-2019		5	1	0	0	0
6	Mr	KAUSHIK H GANDHI	AFNPG8573J	01265059	Non-Executive - Independent Director	Not Applicable		29-09-1975	NA		09-07-2018	09-07-2018		5	1	1	1	1
7	Mr	MULKY V SHETTY	AHNPS7151E	08168960	Non-Executive - Independent Director	Not Applicable		20-12-1952	NA		09-07-2018	09-07-2018		5	1	1	1	0
8	Mr	ANIL KUMAR M MARLECHA	AOCPM4253P	08193193	Non-Executive - Independent Director	Not Applicable		06-01-1985	NA		31-08-2018	31-08-2018		5	1	1	1	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairpers in Audit Stakehold Committ held in list entities includin this liste entity (Re Regulatio 26(1) of Listing Regulation)
9	Mr	GANESH N VANMALI	AAAPV3003E	07833853	Non-Executive - Independent Director	Not Applicable		01-06-1956	NA		31-08-2018	31-08-2018		5	1	1	2	0
10	Mr	NIMESH S SINGH	ANIPS2967F	00062998	Non-Executive - Independent Director	Not Applicable		18-09-1977	NA		31-08-2018	31-08-2018		5	1	1	0	0

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

Risk Management Committee not applicable to the Company.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01265059	KAUSHIK H GANDHI	Non-Executive - Independent Director	Chairperson	31-08-2018		
2	08168960	MULKY V SHETTY	Non-Executive - Independent Director	Member	31-08-2018		
3	07833853	GANESH N VANMALI	Non-Executive - Independent Director	Member	31-08-2018		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01265059	KAUSHIK H GANDHI	Non-Executive - Independent Director	Chairperson	31-08-2018		
2	08168960	MULKY V SHETTY	Non-Executive - Independent Director	Member	31-08-2018		
3	08193193	ANIL KUMAR M MARLECHA	Non-Executive - Independent Director	Member	31-08-2018		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08193193	ANIL KUMAR M MARLECHA	Non-Executive - Independent Director	Chairperson	31-08-2018		
2	07833853	GANESH N VANMALI	Non-Executive - Independent Director	Member	31-08-2018		
3	00038703	RAGHURAM K SHETTY	Executive Director	Member	31-08-2018		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08168960	MULKY V SHETTY	Non-Executive - Independent Director	Chairperson	31-08-2018		
2	01265059	KAUSHIK H GANDHI	Non-Executive - Independent Director	Member	31-08-2018		
3	00038681	SADASHIV K SHETTY	Executive Director	Member	31-08-2018		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	27-11-2020				Yes	8	5
2	04-12-2020		6		Yes	8	5
3		10-02-2021	67		Yes	8	5
4		15-02-2021	4		Yes	8	5
5		22-02-2021	6		Yes	7	4
6		26-02-2021	3		Yes	8	5
7		27-02-2021	0		Yes	6	3
8		02-03-2021	2		Yes	6	4
9		16-03-2021	13		Yes	5	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	27-11-2020				Yes	3	3
2	Audit Committee	04-12-2020	6			Yes	3	3
3	Corporate Social Responsibility Committee	04-12-2020				Yes	3	3
4	Audit Committee	10-02-2021				Yes	3	3
5	Audit Committee	27-02-2021	16			Yes	3	3
6	Nomination and remuneration committee	16-03-2021				Yes	3	3

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	16-03-2021				Yes	3	3
8	Corporate Social Responsibility Committee	16-03-2021				Yes	3	3

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Abdul Latif
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

Corporate Governance Report of previous Quarter has been submitted before the Board of Directors and the report of the current quarter will be submitted before the Board of Directors in next Board Meeting

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.heranba.co.in">www.heranba.co.in</a>
9	Details of familiarization programmes imparted to independent directors	No	Noted for Compliance	

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.heranba.co.in
11	email address for grievance redressal and other relevant details	Yes		www.heranba.co.in
12	Financial results	Yes		www.heranba.co.in
13	Shareholding pattern	Yes		www.heranba.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.heranba.co.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	No	Noted for Compliance	
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.heranba.com
21	Materiality Policy as per Regulation 30	Yes		www.heranba.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.heranba.com
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

**Text Block**

Textual Information(1)

The company got listed on Bombay Stock Exchange Ltd and National Stock Exchange Ltd with effect from 5th March 2021 and therefore the compliance were applicable from 5th March 2021 to the company, hence some where it is mentioned as "NO" against the compliance part.

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	No	Noted for compliance
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	No	Noted for compliance
10	Compliance Certificate	17(8)	No	Noted for compliance

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	No	Noted for compliance
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	No	Noted for compliance
32	Alternate Director to Independent Director	25(1)	No	Noted for compliance
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	No	Noted for compliance
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

**Text Block**

Textual Information(1)

The company got listed on Bombay Stock Exchange Ltd and National Stock Exchange Ltd with effect from 5th March 2021 and therefore the compliance were applicable from 5th March 2021 to the company, hence some where it is mentioned as "NO" against the compliance part.

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Abdul Latif
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

**Text Block**

Textual Information(1)

The company doesnot have any indian subsidiary, hence details not applicable to the Company.

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Abdul Latif
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Abdul Latif
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	11-04-2021



