

**Dated: 12.04.2019**

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 and financial year ended 31<sup>st</sup> March, 2019**

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 and financial year ended 31st March, 2019 in prescribed format in Annexure- I and Annexure- II respectively.

This is for your information and record please.

Thanking You,

Yours faithfully,

For **Niharika India Limited**



**Krishna Banerjee**  
(Director)  
DIN 06997186

**Annexure- I**

1. Name of the Listed Entity: Niharika India Ltd.
2. Quarter Ending: 31st March, 2019

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/Shareholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit/Shareholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Shyam Sundar Chatterjee	PAN: AFRG675R DIN: 00200263	Executive	15/06/2006	-	2	2	-
Mr.	Jayanta Barik	PAN: AOSP461G DIN: 03567709	Non-Executive/Independent	12/8/2015	3 Years w.e.f 26.09.2018	1	-	2
Mrs.	Krishna Banerjee	PAN: APPB8957M DIN: 06997186	Non-Executive	10/8/2016	-	7	2	-
Mr.	Bikash Adhikary	PAN: AKPA0481B DIN: 07478898	Non-Executive/Independent	10/11/2017	3 Years w.e.f 26.09.2018	3	6	-

**II. Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Jayanta Barik	Non-Executive/Independent
	Mr. Bikash adhikary	Non-Executive/Independent
	Mr. Shyam Sundar Chatterjee	Executive
	Mr. Jayanta Barik	Non-Executive/Independent
2. Nomination & Remuneration Committee	Mr. Bikash adhikary	Non-Executive/Independent
	Mr. Shyam Sundar Chatterjee	Executive
	Mr. Jayanta Barik	Non-Executive/Independent
	Mr. Bikash adhikary	Non-Executive/Independent
3. Stakeholders Relationship Committee	Mr. Jayanta Barik	Non-Executive/Independent
	Mr. Bikash adhikary	Non-Executive/Independent
	Mr. Shyam Sundar Chatterjee	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)	
12th November, 2018	11th February, 2019	90 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- 09th February, 2019	Yes, Total Strength - 3 Directors, Present - 3 Directors	10th November, 2018	90 Days
V. Related Party Transactions			
Subject		Compliance Status (Yes/No/NA)	
Whether prior approval of audit committee obtained		No	
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			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>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</p> <p>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</p> <p>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</p>			

  
 Krishna Banerjee  
 Director  
 DIN: 06997186

**ANNEXURE - II**

**Name of the Listed Entity:** Niharika India Ltd.  
**Financial Year:** From 1st April, 2018 To 31st March, 2019

**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	N.A.
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)	N.A.
Other Corporate Governance requirements with respect to the subsidiary of Listed Entity	24(2), (3), (4), (5) & (6)	N.A.
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. - Not Applicable

  
 Krishna Banerjee  
 Director