

### Compliance Report on Corporate Governance

Name of Listed Entity: **Pressman Advertising Limited**

Quarter Ended: **31<sup>st</sup> March, 2017**

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 (in Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation s)	No of memberships in Audit /Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Niren Chand Suchanti	PAN: AJWPS2027E DIN:00909388	Non-Executive Chairman	05-07-2013	N.A	2	Nil	Nil
Ms	Sujata Suchanti	PAN: AJVPS1956M DIN:00273832	Non-executive Director	05-08-2015	N.A	2	Nil	Nil
Mr	Navin Chand Suchanti	PAN: AJVPS1957L DIN:00273663	Non-executive Director	05-08-2015	N.A	2	1-Audit Committee 2- Stakeholder Relationship Committee	Nil
Mr	Ajit Khandelwal	PAN: AKSPK7801K DIN: 00416445	Non-executive Independent	27-09-2016	60	3	1-Audit Committee 1- Stakeholder Relationship Committee	1-Audit Committee 2-Stakeholder Relationship Committee
Mr	Sushil Mor	PAN: AEXPM9623E DIN: 00274066	Non-executive Independent	05-08-2015	60	1	1-Audit Committee 1- Stakeholder Relationship Committee	Nil
Mr	Kalyan Bose	PAN: AKRPB7338K DIN: 07562266	Non executive Independent	12-07-2016	60	1	Nil	Nil



II. Composition of Committee		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee)
1. Audit Committee	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Mor	Chairman – Non executive Independent Member-Non Executive Member-Non executive Independent
2. Nomination & Remuneration Committee	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Mor	Chairman – Non executive Independent Member-Non Executive Member-Non executive Independent
3.Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Mor	Chairman – Non executive Independent Member-Non Executive Member-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)
12.11.2016	24.01.2017	72

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 of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
24.01.2017	Audit Committee: Mr Ajit Khandelwal, Chairman Mr Navin Chand Suchanti, Member Mr Sushil Kumar Mor, Member	12.11.2016	72
24.01.2017	Stakeholders Relationship Committee: Mr Ajit Khandelwal, Chairman Mr Navin Chand Suchanti, Member Mr Sushil Kumar Mor, Member	12.11.2016	72

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



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	Yes
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) – **N.A.**
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 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.
5. The report submitted in the previous quarter has been placed before Board of Directors.

For Pressman Advertising Limited



Sangeeta Roy  
Company Secretary



### Compliance Report on Corporate Governance

Name of Listed Entity: **PRESSMAN ADVERTISING LTD**

Year ended: **31<sup>st</sup> March, 2017**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
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	NA
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 grievances redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with media companies and/or their associates	NA
New name and the old name of the listed entity	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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 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)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

Contd.....



(2)

II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
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
Committee and role of risk management committee	21(1),(2),(3),(4)	NA
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)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committee	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

### III. 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 Pressman Advertising Ltd



Sangeeta Roy  
Company Secretary

