

## Compliance Report on Corporate Governance

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

Quarter Ended: **31<sup>st</sup> March, 2020**

<b>I. Composition of Board of Directors</b>								
Title ( Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-executive/Independent/ Nominee)	Initial date of appointment	Date of Re-appointment	Date of Cessation	Tenure (months)	Date of Birth
Mr	Niren Chand Suchanti	PAN: AJWPS2027E DIN:00909388	Chairman – Executive Director	05-07-2013	05-07-2019	-	-	17-04-1949
Ms	Sujata Suchanti	PAN: AJVPS1956M DIN:00273832	Non-executive Director	26-03-2015	15-09-2017	-	-	11-07-1952
Mr	Navin Chand Suchanti	PAN: AJVPS1957L DIN:00273663	Non-executive Director	05-07-2013	27-08-2019	-	-	15-10-1953
Mr	Ajit Khandelwal	PAN:AKSPK7801K DIN: 00416445	Non-executive Independent Director	21-02-2007	27-09-2016	-	60	10-11-1957
Mr	Sushil Kumar Mor	PAN:AEXPM9623E DIN: 00274066	Non-executive Independent Director	31-07-2008	05-08-2015	-	60	25-04-1954
Mr	Kalyan Bose	PAN:AKRPB7338K DIN: 07562266	Non executive Independent Director	12-07-2016	12-07-2016	-	60	08-01-1944

Title ( Mr/ Ms)	Name of the Director	No of Directorship in listed entities including this listed entities in reference to proviso to regulation 17A(1)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. 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)
Mr	Niren Chand Suchanti	2	0	0	0
Ms	Sujata Suchanti	2	0	0	0
Mr	Navin Chand Suchanti	2	0	2- Audit Committee 2- Stakeholder Relationship Committee	0
Mr	Ajit Khandelwal	2	1	1- Stakeholder Relationship Committee	1- Audit Committee 1- Stakeholder Relationship Committee
Mr	Sushil Kumar Mor	1	1	1- Audit Committee 1- Stakeholder Relationship Committee	0
Mr	Kalyan Bose	1	1	0	0
	Whether Regular Chairperson appointed (Y/N): YES				
	Whether Chairperson is related to Managing Director or CEO(Y/N) : NO				

<b>II. Composition of Committee</b>					
<b>Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive /Non-executive/independent /Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Kumar Mor	Chairman – Non executive Independent Member-Non Executive Non Independent Member-Non executive Independent	27-09-2016 27-08-2019 05-08-2015	- - -
2. Nomination & Remuneration Committee	Yes	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Kumar Mor	Chairman – Non executive Independent Member-Non Executive Non Independent Member-Non executive Independent	27-09-2016 27-08-2019 05-08-2015	- - -
3. Risk Management Committee (if applicable)	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Yes	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Kumar Mor	Chairman – Non executive Independent Member-Non Executive Non Independent Member-Non executive Independent	27-09-2016 27-08-2019 05-08-2015	- - -
5. Corporate Social Responsibility Committee	Yes	Mr. Niren Chand Suchanti Mr. Navin Chand Suchanti Mr. Ajit Khandelwal Mr. Sushil Kumar Mor	Chairman – Executive Member-Non Executive Non Independent Member-Non executive Independent Member-Non executive Independent	05-07-2019 27-08-2019 27-09-2016 05-08-2015	- - - -

<b>III. Meeting of Board of Directors</b>					
<b>Date (s) of Meeting ( if any) in the previous quarter</b>	<b>Date(s) of Meeting(if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met* (Yes/No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
07-11-2019	-	Yes	6	3	-
-	08-02-2020	Yes	6	3	92 days

\* to be filled in only for the current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met *Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
08-02-2020	<b>Audit Committee:</b> Yes, all the three Committee members were present in the meeting	3	2	07-11-2019	92 days
08-02-2020	<b>Stakeholders Relationship Committee,</b> Yes, all the three Committee members were present in the meeting	3	2	07-11-2019	-
08-02-2020	<b>Corporate Social Responsibility Committee,</b> Yes, all the three Committee members were present in the meeting	4	2	-	-

\* This information has to be mandatorily 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. Corporate Social Responsibility Committee
  - e. 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

For Pressman Advertising Limited

Paulami Mukherjee  
Company Secretary

### Compliance Report on Corporate Governance

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

Year ended: **31<sup>st</sup> March, 2020**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>If Yes provide link to website. If No/NA provide reasons</b>
<b>As per Regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.pressmanadvertising.in/index.php">https://www.pressmanadvertising.in/index.php</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.pressmanadvertising.in/board-of-director.php">https://www.pressmanadvertising.in/board-of-director.php</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
e) Details of establishment of vigil mechanism/whistle Blower Policy	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
j) Email address for grievances redressal and other relevant details	Yes	<a href="https://www.pressmanadvertising.in/contact.php">https://www.pressmanadvertising.in/contact.php</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.pressmanadvertising.in/contact.php">https://www.pressmanadvertising.in/contact.php</a>
l) Financial Results	Yes	<a href="https://www.pressmanadvertising.in/quarterly-results.php#1">https://www.pressmanadvertising.in/quarterly-results.php#1</a>
m) Shareholding Pattern	Yes	<a href="https://www.pressmanadvertising.in/shareholding-pattern.php#3">https://www.pressmanadvertising.in/shareholding-pattern.php#3</a>
n) Details of agreements entered into with media companies and/or their associates	NA	The company does not have any agreement with media companies or their associates.
o) 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	NA	During the year no analyst or institutional investor meet has been held
p) New name and the old name of the listed entity	NA	The Company did not change its name
q) Advertisements are per regulation 47(1)	Yes	<a href="https://www.pressmanadvertising.in/notices-and-reports.php#2">https://www.pressmanadvertising.in/notices-and-reports.php#2</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	The Company has not been rated by any credit rating agency.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	The Company does not have any subsidiary
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.pressmanadvertising.in/index.php">https://www.pressmanadvertising.in/index.php</a>
b) Materiality Policy as Per Regulation 30	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.pressmanadvertising.in/policies.php#3">https://www.pressmanadvertising.in/policies.php#3</a>

It is certified that these contents on the website of the listed entity are correct.

For Pressman Advertising Ltd



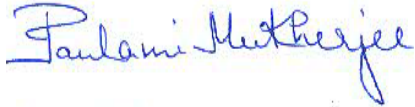
Paulami Mukherjee  
Company Secretary

<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),17(1A) & 17(B)	Yes
Meeting of Board Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(1A),(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)	NA
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
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

A handwritten signature in blue ink that reads "Paulami Mukherjee". The signature is written in a cursive style with a large initial 'P'.

Paulami Mukherjee  
Company Secretary