

Compliance Report on Corporate Governance

Name of Listed Entity: **Pressman Advertising Limited**
Quarter Ended: **31st March, 2023**

I. Composition of Board of Directors								
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	Chairperson – Executive Director	05-07-2013	05-07-2022	-	-	17-04-1949
Ms	Sujata Suchanti	PAN: AJVPS1956M DIN:00273832	Non-executive Director	26-03-2015	18-07-2022	-	-	11-07-1952
Mr	Navin Chand Suchanti	PAN: AJVPS1957L DIN:00273663	Non-executive Director	05-07-2013	26-07-2021	-	-	15-10-1953
Mr	Ajit Khandelwal	PAN:AKSPK7801K DIN: 00416445	Non-executive Independent Director	21-02-2007	03-06-2021	-	79	10-11-1957
Mr	Sushil Kumar Mor	PAN:AEXPM9623E DIN: 00274066	Non-executive Independent Director	31-07-2008	30-06-2020	-	92	25-04-1954
Mr	Kalyan Bose	PAN:AKRPB7338K DIN: 07562266	Non-executive Independent Director	12-07-2016	03-06-2021	-	81	08-01-1944

Title (Mr/ Ms)	Name of the Director	No of Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision 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	1	0	0	0
Mr	Navin Chand Suchanti	2	0	2- Audit Committee 2- Stakeholder Relationship Committee	0
Mr	Ajit Khandelwal	1	1	0	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) : Yes					

II. Composition of Committee					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive /Non-executive/independent /Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Ajit Khandelwal Mr. Navin Chand Suchanti Mr. Sushil Kumar Mor	Chairperson – 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	Chairperson – 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	Chairperson – Non executive Independent Member-Non Executive Non Independent Member-Non executive Independent	27-09-2016 27-08-2019 05-08-2015	- - -

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	Whether requirement of Quorum met* (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
11-11-2022	-	Yes	6	6	3	-
	13-02-2023	Yes	6	6	3	93 days

* to be filled in only for the current quarter meetings

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

IV. Meeting of Committees							
Date (s) of Meeting (if any) in the previous quarter	Date(s) of the meeting (if any) in the relevant quarter	Whether requirement of quorum met *Yes/No	Total Number of Directors in the Committee as on date of the meeting	No. of directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings (in number of days)
11-11-2022	13-02-2023	Audit Committee: Yes, all the three Committee members were present in the meeting	3	3	2	0	93 days

Annexure 1	
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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Annexure II

Compliance Report on Corporate Governance

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

Year ended: **31st March, 2023**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	If Yes provide link to website. If No/NA provide reasons
As per Regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.pressmanadvertising.in/index.php
b) Terms and conditions of appointment of independent directors	Yes	https://www.pressmanadvertising.in/policies.php#3
c) Composition of various committees of board of directors	Yes	https://www.pressmanadvertising.in/board-of-director.php
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.pressmanadvertising.in/policies.php#3
e) Details of establishment of vigil mechanism/whistle Blower Policy	Yes	https://www.pressmanadvertising.in/policies.php#3
f) Criteria of making payments to non-executive directors	Yes	https://www.pressmanadvertising.in/policies.php#3
g) Policy on dealing with related party transactions	Yes	https://www.pressmanadvertising.in/policies.php#3
h) Policy for determining 'material' subsidiaries	Yes	https://www.pressmanadvertising.in/policies.php#3
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.pressmanadvertising.in/policies.php#3
j) Email address for grievances redressal and other relevant details	Yes	https://www.pressmanadvertising.in/contact.php
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.pressmanadvertising.in/contact.php
l) Financial Results	Yes	https://www.pressmanadvertising.in/quarterly-results.php#1
m) Shareholding Pattern	Yes	https://www.pressmanadvertising.in/shareholding-pattern.php#3
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	https://www.pressmanadvertising.in/notices-and-reports.php#2
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
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.pressmanadvertising.in/index.php
b) Materiality Policy as Per Regulation 30	Yes	https://www.pressmanadvertising.in/policies.php#3
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Not Applicable
d) It is certified that these contents on the website of the listed entity are correct	Yes	https://www.pressmanadvertising.in/

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

For Pressman Advertising Limited

Paulami Mukherjee
Company Secretary
Membership No. A49780

Annexure 1

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 – Not Applicable
 - e. Risk Management committee (applicable to the top 100 listed entities) – Not Applicable
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
Membership No. A49780

Annexure II

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),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 directorships	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

Annexure II

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**

Additional Half Yearly Disclosure			
Applicability of Disclosure	Applicable		
Reason for Non-Applicability	-		
I. Disclosure of Loans/guarantees/comfort letters/securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc)	Aggregate value of security provided during six months	Balance Outstanding at the end of six months

Promoter or any other entity controlled by them	0	0	0
Promoter Group or any entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Add Notes
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan (s) (or other form of debt) given directly or indirectly by the listed entity	Not Applicable	Add Notes	
Name	-		
Designation	-		
Place	-		
Date	-		

For Pressman Advertising Ltd

Paulami Mukherjee
Company Secretary
Membership No. A49780