

May 26, 2023

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.2C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051
Scrip Code: PRESSMN

BSE Limited
Phiroze Jeejeehoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 509077

The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata – 700 001
Scrip Code: 26445

Dear Sir,

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are pleased to inform you that pursuant to the order of the Hon'ble NCLT, Kolkata Bench, the meeting of the Equity Shareholders of the Company was convened on Thursday, May 25, 2023 at 11:00 a.m. by way of Video Conferencing/Other Audio Visual Means.

In terms of the order of Hon'ble NCLT, Kolkata Bench, the Chairperson of the meeting appointed by the Tribunal, Ms Urmila Chakraborty has declared the voting results of the meeting after receiving the report from the Scrutinizer Mr Hansraj Jaria appointed by the Tribunal. The Consolidated Report on Remote E-voting given by the Scrutinizer and countersigned by the Chairperson is enclosed.

The resolution for approval of Scheme of Arrangement between Pressman Advertising Limited ("Transferor Company") and Signpost India Limited ("Transferee Company") and their respective shareholders has been passed by requisite majority as 371 members representing 1,37,11,024 equity shares casted their votes in favour of the resolution (99.9986%) while 10 members representing 198 equity shares casted their votes against the resolution (0.0014%).

We are enclosing the voting results in the format prescribed by Regulation 44(3) of SEBI (LODR) Regulations, 2015 (Annexure A).

This is being given to you in terms of the Listing Regulations.

Thanking you,

Yours faithfully,

PAULAMI
MUKHERJEE
Digitally signed by
PAULAMI MUKHERJEE
Date: 2023.05.26 19:34:51
+05'30'

Paulami Mukherjee
Company Secretary & Compliance Officer
Membership No. A49780

Hansraj Jaria

(FCS, LLB, M.Com, CAIIB. Insolvency Profession &
Registered Valuer-SFA)
Practicing Company Secretary

36, Abinash Sashmal Lane, Belegkata
(Near Pawanputra Hotel), Kolkata-700 010
Mobile : 9836400884 / 9831648654
Phone : 033-46009667, Email : hansrajjaria@gmail.com

Consolidated Scrutinizer's Report on Remote E-voting at the Hon'ble National Company Law Tribunal, Kolkata Bench, (NCLT) Convened Meeting of PRESSMAN ADVERTISING LIMITED held on Thursday, May 25, 2023

[In accordance with Section 230(4) read with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairperson
NCLT Convened Meeting of Equity Shareholders of
Pressman Advertising Limited
CIN: L74140 WB 1983PLC036495
held on Thursday, May 25, 2023
Registered Office: 147, Block G, New Alipore, Kolkata 700 053

Dear Madam,

I, Hansraj Jaria, Practicing Company Secretary, having my office at 36, Abinash Sashmal Lane, Belegkata, Kolkata - 700010, have been appointed by the Hon'ble NCLT for Pressman Advertising Limited (hereinafter, referred to as '**the Company**'), vide order dated 13th day of April, 2023, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the NCLT Convened Meeting (hereinafter, referred to as '**NCM**' or '**meeting**') of the Company, pursuant to Section 230(4) read with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with the General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and the latest being 10/2022 dated 28/12/2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No.



SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, have permitted the holding of NCLT Convened Meeting through Video Conferencing (hereinafter, referred to as the 'VC') or other Audio Visual Means (hereinafter, referred to as the 'OAVM'), without the physical presence of the Shareholders at a common venue.

I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion, and to the best of my information and according to the verification and examinations carried out by me and explanations furnished to me by the Company, its officers and its Registrar and Share Transfer Agent, I hereby submit my consolidated report w.r.t. the electronic voting as under:-

1. Remote E-voting & E-voting at the meeting

The members of the Company had the option of voting on the resolution as contained in the aforesaid notice by casting their votes electronically during the remote e-voting period and also by casting their e-votes at the meeting held on May 25, 2023 at 11:00 A.M., IST, if they had not cast their votes during remote e-voting period.

The Company has appointed National Securities Depository Services Limited (hereinafter, referred to as the 'NSDL') as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the NCLT Convened Meeting to the member of the Company.

Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company.

2. E-voting Process

- a. The remote e-voting period remained open from Monday, May 22, 2023 (9.00 A.M., IST) to Wednesday, May 24, 2023 (5:00 P.M., IST).
- b. The e-voting at the meeting was commenced upon the instruction of the Chairperson of the meeting for those members who had not cast their votes during remote e-voting period.
- c. The votes cast were unblocked at 12.35 P.M., IST on Thursday, May 25, 2023 after the conclusion of the NCLT Convened Meeting, in the presence of 2 witnesses, namely, Mr. Ankit Pipalwa and Mr. Rohit Soni, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ankit Pipalwa

Name: Mr. Ankit Pipalwa

Rohit Soni

Name: Mr. Rohit Soni

- d. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders, who voted "for" or "against" the resolution that was put to vote, were generated from the e-voting website, as provided by NSDL, i.e., <https://www.evotingindia.nsdl.com/> (hereinafter referred to as the 'Evoting Website').
- e. Particulars of all the votes cast through remote e-voting as well as e-voting at the meeting have been entered in a register separately maintained for the purpose.

3. Cut-off date

The equity shareholders of the Company as on the "cut-off" date, i.e., Sunday, April 30, 2023 were entitled to vote on the resolutions.

4. Documents

I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login at the e-voting website for verification at your end at the time of submitting this report.

5. Consolidated Tabulation

I hereby submit my Consolidated Scrutiniser's Report on the results of the remote e-voting and e-voting at the meeting based on the reports provided by NSDL and relied upon by me.

The Result of the Remote E-voting together with that of the voting conducted at the NCLT Convened Meeting by way of Electronic means are as under:



SPECIAL BUSINESS:

Resolution No. 1 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes (Due to lack of proper authorisation)	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
- Resolution: For approval of the Scheme of Arrangement between Pressman Advertising Limited ('Transferor Company') and Signpost India Limited ('Transferee Company') and their respective shareholders, by the requisite majority.								
Remote E-voting*	367	1,37,10,815	99.9970	7	168	0.0012	5	36,745
E-voting at the meeting	4	209	0.0016	3	30	0.0002	0	0
Total	371	1,37,11,024	99.9986	10	198	0.0014	5	36,745

*Includes 1,01,18,797 equity shares held by Promoters and Promoters Group

6. It has been represented to me by the Company and the Registrar and Share Transfer Agent that the votes have been cast by only those Members who were entitled to do so through the designated system of NSDL and that their authenticity has been confirmed by NSDL.

7. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and the Circulars issued by the MCA as mentioned above and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relating to electronic voting on the resolutions contained in the Notice calling the NCLT Convened Meeting.



8. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to scrutinizing the E-voting process in a fair and transparent manner and to prepare the Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice calling the NCLT Convened Meeting, based on the reports of remote e-voting and e-voting during the NCM, generated from the e-voting system provided by NSDL, the Service Provider.

9. All the other relevant records relating to remote e-voting and e-voting during the NCM is under my safe custody and will be handed over to the Company Secretary for safe keeping.

Thanking you.

Hansraj Jaria



Hansraj Jaria
Scrutinizer appointed by NCLT
(Practicing Company Secretary)
Membership No.: F7703
COP: 19394
UDIN : F007703E000391691
Place : Kolkata
Date : May 26, 2023

Counter signed by :

Urmila Chakraborty

Ms. Urmila Chakraborty
Chairperson appointed by NCLT

Place : Kolkata
Date : May 26, 2023

Resolution wise Voting Result

Resolution No. 1: For approval of the Scheme of Arrangement between Pressman Advertising Limited (Transferor Company) and Signpost India Limited (Transferee Company) and their respective shareholders by requisite majority.

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda?			No					
Category	Mode of Voting	No of shares held (1)	No of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes-in favour (4)	No of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10118797	10118797	100.00	10118797	Nil	100.00	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		10118797	10118797	100.00	10118797	Nil	100.00
Public (Including Institutions)	E-Voting	13362680	3592186	26.88	3592018	168	99.9886	0.0047
	Poll		239	0.00	209	30	0.0058	0.00
	Postal Ballot(if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		13362680	3592425	26.88	3592227	198	99.9944
Total		23482843	13711222	58.388	13711024	198	99.9986	0.0014

