



**Secretarial Compliance Report of Pressman Advertising Ltd for the year ended 31<sup>st</sup> March, 2023**

I Arup Kumar Roy have examined:

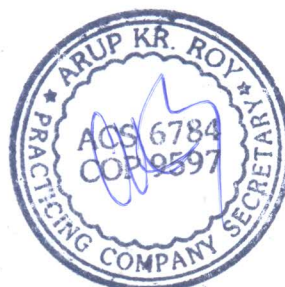
- (a) all the documents and records made available to us and explanation provided by Pressman Advertising Ltd – CIN L74140WB1983PLC036495 (“the listed entity”),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, including by way of electronic mode

for the year ended 31<sup>st</sup> March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder, to the extent applicable to the company; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”) to the extent applicable to the company;

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f November 9, 2018) – **Not applicable to the company during the review period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011: **All the necessary disclosures for the transactions were made as per The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;- **Not applicable during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2008;- **There were no events requiring compliance during the Review Period.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable during the review period**



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **All the necessary disclosures for the transactions were made as per The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**
- (i) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993
- (j) The Securities and Exchange of India (Intermediaries) Regulations, 2008; - **Not applicable during the review period**
- (k) Any other regulations, circular etc issued by SEBI applicable to the Company.

and based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of the matters specified below:

Sr No	Compliance Requirement (Regulation/circulars/guidelines including specific clauses)	Deviations	Observations/Remarks of the Practicing Company Secretary
None			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, Debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any.
None				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end 31.03.2023	Actions taken by the listed entity, any	Comments of the Practicing Company Secretary on the actions taken the listed entity
Not Applicable				

Since there were no observations in the report for the previous year, the question of any action taken by the listed entity did not arise.



### Additional Affirmations

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standard</u>  The compliance of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3.	YES	YES
2.	<u>Adoption and timely updation of the Policies</u>  - All applicable policies under SEBI Regulations are adopted with the approval of the Board Directors of the listed entities - All the policies are in conformity with SEBI Regulations and has been reviewed and Timely updated as per the regulations/circulars /guidelines issued by SEBI.	YES  YES	YES  YES
3.	<u>Maintenance and disclosures on Website:</u>  - The Listed entity is maintaining a functional Website - Timely dissemination of the documents/ Information under a separate section on the Website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website	YES  YES  YES	YES  YES  YES
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	YES
5.	<u>To examine details related to Subsidiaries of listed entities</u>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	NA
6.	<u>Preservation of Documents:</u>  The listed is preserving and maintaining records prescribed under SEBI Regulations and disposal records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	YES
7.	<u>Performance Evaluation:</u>  The listed entity has conducted	YES	YES



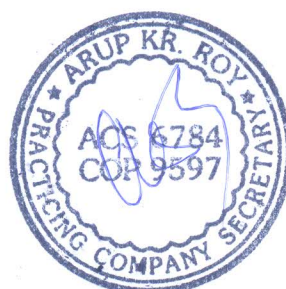
	performance evaluation of the Board, Independent Directors and the Committees at the start of every financial as prescribed in SEBI Regulations		
8.	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior approval Audit Committee for all Related party transactions  (b) In case no prior approval obtained, the listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	YES  NA	YES  YES
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	YES
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	YES
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Actions taken against the listed entity/promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/guidelines issued thereunder.	YES	YES
12.	<u>Additional Non-compliance, if any:</u>  No additional non-compliance observed for all SEBI regulation/circular/guidance notes etc.	YES	YES

Compliance related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks PCS*
1	Compliance with the following conditions while appointing/reappointing an auditor  i.If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/auditor report for such quarter; or	NA	NA



	<p>ii. if the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or</p> <p>iii. if the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	
2	<p>Other conditions relating to resignation of statutory Auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee, In case where the proposed resignation is due to non receipt of information/explanations from the company, the auditor has informed the Audit Committee the details of information/explanation Sought and not provided by the management, applicable.</p> <p>c) The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA  NA  NA	NA  NA  NA
	ii. Disclaimer in case of non-receipt of information:	NA	NA



	The auditor has provided an appropriate disclaimer in audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, In case where the listed entity/its material subsidiary has not provided information as required by the auditor.		
3	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	NA

Place: Kolkata  
Date: 29<sup>th</sup> May, 2023  
UDIN: A006784E000407448

*Arup Kumar Roy*  
Arup Kumar Roy  
Membership No.: ACS 6784  
C.P : 9597

