

**Compliance Report on Corporate Governance**

Name of Listed Entity: **Signpost India Limited**  
 Quarter Ended: **31<sup>st</sup> March, 2024**

<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	Shripad Prahlad Ashtekar	PAN: ABEP4060H DIN: 01932057	Executive Director	19-02-2008	Not Applicable	-	-	01-10-1971
Ms	Dipankar Chatterjee	PAN: ADYPC9458K DIN: 06539104	Executive Director	15-04-2013	Not Applicable	-	-	15-11-1971
Mr	Niren Chand Suchanti	PAN: AJWPS2027E DIN: 00909388	Non-executive Director	09-08-2023	Not Applicable	-	-	17-04-1949
Mr	Ajit Khandelwal	PAN: AKSPK7801K DIN: 00416445	Non-executive Independent Director	09-08-2023	Not Applicable	-	-	10-11-1957
Mr	Kunal Bose	PAN: ADAPB9924H DIN: 02891649	Non-executive Independent Director	09-08-2023	Not Applicable	-	-	04-01-1945
Ms	Sayantika Mitra	PAN: AQTPM6058P DIN: 07581363	Non-executive Independent Director	09-08-2023	Not Applicable	-	-	04-10-1994
Ms	Deepa Malik	PAN: AHHPM8310M DIN: 02181034	Non-executive Independent Director	26-09-2023	Not Applicable	-	-	30-09-1970

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	Shripad Prahlad Ashtekar	1	0	1-Audit Committee	0
Ms	Dipankar Chatterjee	1	0	1- Stakeholder Relationship Committee	0
Mr	Niren Chand Suchanti	2	0	0	0
Mr	Ajit Khandelwal	1	1	1- Stakeholder Relationship Committee	1-Audit Committee
Mr	Kunal Bose	1	1	1- Audit Committee 1- Stakeholder Relationship Committee	0
Ms	Sayantika Mitra	1	1	1- Audit Committee	1- Stakeholder Relationship Committee
Ms	Deepa Malik	1	1	0	0
	Whether Regular Chairperson appointed (Y/N): No				
	Whether Chairperson is related to Managing Director or CEO(Y/N) : No				

## 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	Chairperson – Non executive Independent	09-08-2023	-
		Mr. Shripad Prahlad Ashtekar	Member- Executive	09-08-2023	-
		Ms. Sayantika Mitra	Member-Non executive Independent	09-08-2023	-
2. Nomination & Remuneration Committee	Yes	Mr. Kunal Bose	Chairperson – Non executive Independent	09-08-2023	-
		Ms. Sayantika Mitra	Member-Non Executive Non Independent	09-08-2023	-
		Mr. Ajit Khandelwal	Member-Non executive Independent	09-08-2023	-
3. Risk Management Committee (if applicable)	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Yes	Ms. Sayantika Mitra	Chairperson – Non executive Independent	09-08-2023	-
		Mr. Dipankar Chatterjee	Member-Executive	09-08-2023	-
		Mr. Kunal Bose	Member-Non executive Independent	09-08-2023	-
5. Corporate Social Responsibility Committee	Ye	Ms. Sayantika Mitra	Chairperson – Non executive Independent	09-08-2023	-
		Mr. Shripad Prahlad Ashtekar	Member-Executive	09-08-2023	-
		Mr. Kunal Bose	Member-Non executive Independent	09-08-2023	-

## 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)
10-11-2023	-	Yes	8	7	4	-
	14-02-2024	Yes	7	5	2	95 days

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

## 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)
10-11-2023	14-02-2024	<b>Audit Committee:</b> Yes, all the three Committee members were present in the meeting	3	3	2	0	95 days

-	14-02-2024	<b>Stakeholder Relationship Committee:</b> Yes, all the three Committee members were present in the meeting	3	3	2	0	
-	28-03-2024	<b>Corporate Social Responsibility Committee:</b> Yes, all the three Committee members were present in the meeting	3	3	2	0	-

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

#### Details of Cyber security incidence:

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been security incidents or breaches or loss of data or documents during the quarter.	No
Other details of cyber incidence or breaches or loss of data event	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	No

V. Related Party Transactions	
Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

#### Annexure 1

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Corporate Social Responsibility Committee
  - Risk Management committee (applicable to the top 1000 listed entities) – Not Applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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 Signpost India Limited

Paulami Mukherjee  
Company Secretary  
Membership No. A49780

**Annexure II  
Compliance Report on Corporate Governance**

Name of Listed Entity: **SIGNPOST INDIA LIMITED**  
Year ended: **31<sup>st</sup> March, 2024**

<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.signpostindia.com/about-us-who-we-are/">https://www.signpostindia.com/about-us-who-we-are/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.signpostindia.com/investor-relations/#policies-disclosures">https://www.signpostindia.com/investor-relations/#policies-disclosures</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.signpostindia.com/investor-relations/">https://www.signpostindia.com/investor-relations/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/2023/11/Code-of-Conduct_SIL-1.pdf">https://www.signpostindia.com/wp-content/uploads/2023/11/Code-of-Conduct_SIL-1.pdf</a>
e) Details of establishment of vigil mechanism/whistle Blower Policy	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/2023/11/SIL-Vigil-Mechanism.pdf">https://www.signpostindia.com/wp-content/uploads/2023/11/SIL-Vigil-Mechanism.pdf</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/2023/09/Criteria-of-Making-Payment-to-Non-Executive-Directors.pdf">https://www.signpostindia.com/wp-content/uploads/2023/09/Criteria-of-Making-Payment-to-Non-Executive-Directors.pdf</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/2023/11/SIL-Policy-Related-Party-Transactions.pdf">https://www.signpostindia.com/wp-content/uploads/2023/11/SIL-Policy-Related-Party-Transactions.pdf</a>
h) Policy for determining 'material' subsidiaries	NA	The Company do not have any material subsidiary
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/2023/09/Familiarization-Program-for-Independent-Directors.pdf">https://www.signpostindia.com/wp-content/uploads/2023/09/Familiarization-Program-for-Independent-Directors.pdf</a>
j) Email address for grievances redressal and other relevant details	Yes	<a href="https://www.signpostindia.com/investor-relations-services/#contact-cs">https://www.signpostindia.com/investor-relations-services/#contact-cs</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.signpostindia.com/investor-relations-services/#contact-cs">https://www.signpostindia.com/investor-relations-services/#contact-cs</a>
l) Financial Results	Yes	<a href="https://www.signpostindia.com/investor-relations-financials-filings/#Annual-Report">https://www.signpostindia.com/investor-relations-financials-filings/#Annual-Report</a>
m) Shareholding Pattern	Yes	<a href="https://www.signpostindia.com/investor-relations-financials-filings/#shareholding-patterns">https://www.signpostindia.com/investor-relations-financials-filings/#shareholding-patterns</a>
n) Details of agreements entered into with media companies and/or their associates	NA	The Company do not have any agreement entered into with media companies and/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	The Company did not have any institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange
p) New name and the old name of the listed entity	Yes	<a href="https://www.signpostindia.com/investor-relations/#policies-disclosures">https://www.signpostindia.com/investor-relations/#policies-disclosures</a>
q) Advertisements are per regulation 47(1)	Yes	<a href="https://2024/02/Newspaper-Advertisement.pdf">https://2024/02/Newspaper-Advertisement.pdf</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/.crisilratings.com/">https://www www.signpostindia.com/wp-content/uploads/.crisilratings.com/</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.signpostindia.com/investor-relations-financials-filings/#subsidiaries">https://www.signpostindia.com/investor-relations-financials-filings/#subsidiaries</a>
t) Secretarial Compliance Report	NA	The Company was not eligible for secretarial audit during the previous year.
<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(3)	Yes	<a href="https://www.signpostindia.com/investor-relations-regulation-46-of-sebi-lodr/">https://www.signpostindia.com/investor-relations-regulation-46-of-sebi-lodr/</a>
b) Materiality Policy as Per Regulation 30(4)	Yes	<a href="https://www.signpostindia.com/wp-content/uploads/2024/01/Materiality-Policy-with-Annexures.pdf">https://www.signpostindia.com/wp-content/uploads/2024/01/Materiality-Policy-with-Annexures.pdf</a>
c) Annual Return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.signpostindia.com/investor-relations/#policies-disclosures">https://www.signpostindia.com/investor-relations/#policies-disclosures</a>
c) Dividend Distribution policy as per Regulation 43A(1) (as applicable)	NA	The Dividend Distribution policy is not applicable for the company.

d) It is certified that these contents on the website of the listed entity are correct	Yes	-
--	-----	---

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

For Signpost India 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
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	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
Role of Stakeholder Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee Meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee Meeting	21(3C)	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
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through Special resolution or the alternate mechanism	25(2A)	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
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	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
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed company	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

#### 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 <span style="float: right;">Add Notes</span>			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection	Not Applicable	Add Notes	

with any loan (s) (or other form of debt) given directly or indirectly by the listed entity		
Name	-	
Designation	-	
Place	-	
Date	-	

For Signpost India Limited

Paulami Mukherjee  
Company Secretary  
Membership No. A49780

