



Secretarial Compliance Report of Signpost India Limited for the year ended 31st March, 2024

I Parag Dasarwar, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Signpost India Limited – CIN: L74110MH2008PLC179120** (“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 **31st March, 2024 (“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: **The Company has confirmed vide Email dated 20/05/2024 that 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 (Disclosure dated 19.02.2024 and 01.03.2024)**
- (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; - **Pursuant to the terms of the NCLT order dated 22/06/2023 in the Scheme of amalgamation, reduction of share capital was required and hence in lieu of reduction of share capital, the Company has issued 32,50,000 unlisted, unsecured, non-convertible, redeemable debentures of face value of Rs 100/- each (NCD) aggregating to Rs 32,50,00,000/- redeemable at the completion of one year from the date of allotment at a premium of Rs 10/- per NCD.**



- (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; **The Company has confirmed vide Email dated 20/05/2024 that 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 (The Company has confirmed via mail dated 20/05/2024 that no such action has been taken)				

- (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	Actions taken by the listed entity, any	Comments of the Practicing Company Secretary on the actions taken the listed entity
-------	--	--	---	---



	year end 31.03.2023	
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 by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR)

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	None
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	None
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	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	None
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	YES	None
6.	<u>Preservation of Documents:</u>	YES	None



	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		
7.	<u>Performance Evaluation:</u> The listed entity will conduct performance evaluation of the Board, Independent Directors and the Committees in the upcoming financial as prescribed in SEBI Regulations as the entity got listed on 14.02.2024	No	None
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	None
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	None
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	None
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.	NA	None
12.	<u>Additional Non-compliance, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	None



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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p>Compliance with the following conditions while appointing/reappointing an auditor</p> <p>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</p> <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>	<p>NA</p> <p>NA</p> <p>NA</p>	
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</p>	<p>NA</p> <p>NA</p>	



	<p>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 of 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	
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>	NA	
3	<p>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 18th October, 2019.</p>	NA	

**FOR PARAG DASARWAR
COMPANY SECRETARIES**



Parag Dasarwar
FCS No.: 9304 CP No. : 8227
UDIN: F009304F000425775

Place: Nagpur
Date: 22.05.2024



To,

The Board of Directors

Signpost India Limited

CIN: L74110MH2008PLC179120

202, Pressman House, Near Santacruz Airport Terminal,
Vile Parle East, Mumbai, Maharashtra, India, 400099

Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir,

We have been engaged by M/s. **Signpost India Limited** (hereinafter referred to as the "Company") bearing CIN: **L74110MH2008PLC179120** whose Equity Shares got listed in the BSE and NSE platform on 14.02.2024, to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**FOR PARAG DASARWAR
COMPANY SECRETARIES**

**PARAG DASARWAR
PROPRIETOR
CP: 8227 FCS: 9304**

Date: 22.05.2024

Place: Nagpur