

Signpost India Limited

Registered Office: 126, Jolly Maker Chambers II, Nariman Point, Mumbai - 400021.

Corporate Office: 202, Signpost House, 70 A, Nehru Road, Near Santacruz Airport Terminal, Vile Parle (E), Mumbai - 400099.

Tel: (022) 6199 2400 **Email:** cs@signpostindia.com; **Website:** www.signpostindia.com

CIN: L74110MH2008PLC179120



NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting (AGM) of Signpost India Limited will be held on Tuesday, September 30, 2025 at 4:00 p.m. Indian Standard Time (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 126, Jolly Maker Chambers II, Nariman Point, Mumbai 400 021, which shall be the deemed venue of the AGM.

A. ORDINARY BUSINESS:

Item No. 1: Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 2: Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and Report of the Auditors thereon

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 3: Declaration of Dividend on Equity Shares

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Dividend of Re. 0.50 (25%) per Equity Share of the face value of ₹ 2 each for the year ended March 31, 2025 on 5,34,50,000 Equity Shares of the Company aggregating ₹ 267.25 lakhs as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on March 31, 2025."

Item No. 4: Re-appointment of Mr. Dipankar Chatterjee (DIN: 06539104), as a Director liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Dipankar Chatterjee (DIN: 06539104), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

B. SPECIAL BUSINESS:

Item No. 5: Appointment of Mrs. Amita Desai (DIN: 00006933) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mrs. Amita Desai (DIN: 00006933), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from August 14, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2025 to August 13, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 6: Appointment of Mr. Ankit Mazumdar, Practicing Company Secretary, as Secretarial Auditor of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and circulars and guidelines issued thereunder and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Mr. Ankit Mazumdar, Practicing Company Secretary (COP No.: 22261) holding Peer Review Certificate No. 3089/2023, be and is hereby appointed as the Secretarial Auditor of the Company, for conducting Secretarial Audit for a term of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030, at such remuneration plus applicable tax, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors and the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

Item No. 7: Revision in remuneration of Mr. Shripad Ashtekar (DIN: 01932057), Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the earlier resolution passed in this regard at the Extra-ordinary General Meeting of the Company held on August 29, 2022, for the appointment of Mr. Shripad Ashtekar (DIN: 01932057) as the Managing Director for a period of 5 (Five) years with effect from August 29, 2022 (hereinafter referred to as the appointee), on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision in remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) of the appointee in the scale of ₹ 1,86,00,000 to ₹ 3,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the remuneration payable to the appointee, as the Managing Director of the Company within the above-mentioned scale.

RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee the above remuneration as the minimum remuneration for a period of 2 (two) years from April 1, 2025 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances and benefits, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item No. 8: Revision in remuneration of Mr. Rajesh Awasthi (DIN: 07815683), Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the earlier resolution passed in this regard at the Annual General Meeting of the Company held on September 30, 2024, for the appointment of Mr. Rajesh Awasthi (DIN:07815683) as the Executive Director for a period of 5 (Five) years with effect from August 6, 2024 (hereinafter referred to as the appointee), on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision in remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) of the appointee in the scale of ₹ 78,00,000 to ₹ 1,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the remuneration payable to the appointee, as the Executive Director of the Company within the above-mentioned scale.

RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee the above remuneration as the minimum remuneration for a period of 2 (two) years from April 1, 2025 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances and benefits, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 9: Revision in remuneration of Mr. Dipankar Chatterjee (DIN: 06539104), Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in partial modification of the earlier resolution passed in this regard at the Extra-ordinary General Meeting of the Company held on January 22, 2022, for the appointment of Mr. Dipankar Chatterjee (DIN: 06539104), as the Executive Director for a period of 5 (Five) years with effect from December 29, 2021 (hereinafter referred to as the appointee), on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision in remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) of the appointee to ₹ 2,07,00,000 for the financial year ended March 31, 2026.

RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT where in financial year 2025-26, the Company has no profits or its profits are inadequate, the Company may pay to the appointee the above remuneration as the minimum remuneration for the said financial year by way of salary, perquisites, performance pay, other allowances and benefits as specified hereinabove, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By Order of the Board

Jenny Shah
Company Secretary
ACS No. 21492

Corporate Office:

202, Signpost House, 70A, Nehru Road,
Near Santacruz Airport, Vile Parle (East),
Mumbai - 400 099.

CIN: L74110MH2008PLC179120

Ph: 022 6199 2400

Email: cs@signpostindia.com

Place: Mumbai

Date: September 3, 2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 9/2024 dated September 19, 2024 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting AGM through VC/OAVM without the physical presence of Members at a common venue till September 30, 2025. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the 18th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in this AGM through VC/OAVM only. National Securities Depository Limited (NSDL) shall be providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 20 below.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item nos. 5 to 9 of the Notice is annexed hereto. Further, additional information with respect to Item Nos. 4, 5, 7, 8 and 9 is also annexed hereto as Annexure A. The Board of Directors have considered and decided to include the Item nos. 5 to 9 given above as Special Business in the Annual General Meeting ("AGM") in view of the business requirements and as such unavoidable in nature.
3. Generally, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote instead of himself/herself and such Proxy need not be a Member of the Company. Since this AGM is being conducted through VC/OAVM pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 ("SEBI Circulars"), physical attendance of Members at a common venue is dispensed with and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, the facility for appointment of Proxy by the Members is not available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since this AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
5. The Company's Registrar and Transfer Agent for its Share Registry Work is KFin Technologies Limited ("Kfintech" or "RTA") having its office premises at Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.
6. **Dispatch of Annual Report and Notice of AGM through Electronic Mode:**

In compliance with the MCA and SEBI Circulars, this Notice along with the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the financial year ended March 31, 2025, pursuant to Section 136 of the Act, are being sent only in electronic mode to those Members whose email addresses are registered with the Company/Depositories/Depository Participant(s) ("DP")/Kfintech. The physical copies of this Notice and the Annual Report for the financial year ended March 31, 2025 will be sent only to those Shareholders who request for the same. Members may note that the Notice and the Annual Report for the financial year ended March 31, 2025 will also be available on the Company's website (www.signpostindia.com), websites of the Stock Exchanges, i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and also on the website of NSDL (<https://www.evoting.nsdl.com/>).

Additionally, as per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a letter providing the weblink of the Annual Report for the financial year ended March 31, 2025, will be sent to those shareholder(s) who have not registered their email addresses with the Company/ Depositories/ DPs/ Kfintech.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e. the conducting of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM on the Company's website, manner of registering the email addresses of those Shareholders who have not registered their email addresses and other matters as may be required.

Members are requested to support Green Initiative by registering/updating their email addresses with the DPs for shares held in dematerialised form.

7. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/Authorization letter to the Scrutinizer at email ID: cshitesh.gupta@gmail.com with a copy marked to evoting@nsdl.com and to the Company at: cs@signpostindia.com authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board resolution/Power of Attorney/Authorisation letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM and vote thereat.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, September 30, 2025. Members seeking to inspect such documents may send an email request to cs@signpostindia.com.
9. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
10. **SAKSHAM NIVESHAK - 100 DAYS CAMPAIGN FROM JULY 28, 2025 TO NOVEMBER 06, 2025 –For KYC and other related updations and shareholder engagement to prevent transfer of unpaid/unclaimed dividends to Investor Education and Protection Fund ("IEPF").**

In accordance with the direction of the Investor Education and Protection Fund Authority (IEPFA), the Company has initiated a 100 days campaign - "SAKSHAM NIVESHAK" aimed at proactive engagement with shareholders to ensure timely updating of KYC details, bank mandates, and contact information. This initiative is critical to facilitate the seamless disbursement of dividends directly to rightful claimants, thereby minimizing the risk of shares being transferred to the IEPFA due to outdated or missing shareholder information.

The Company encourages the shareholders to update their KYC records and seeks to eliminate avoidable delays and ensure that all eligible shareholders continue to receive their dividends and related entitlements directly from the Company without the need for post-facto claims through IEPFA. This campaign underscores the importance of timely compliance and promotes a collaborative approach to safeguarding shareholder value and maintaining uninterrupted access to rightful corporate benefits.

11. Dividend related information

The Members may note that the Board, at its meeting held on May 30, 2025, has recommended a dividend of ₹ 0.50/- (Rupee Fifty Paise Only) per share of face value of ₹ 2 each for the Financial Year ended March 31, 2025, which if approved at the ensuing AGM, will be paid, subject to deduction of tax at source ("TDS"), on or after October 1, 2025 within the stipulated timelines from the date of declaration to those persons or their mandates who hold shares in dematerialised ("Demat") mode, based on the beneficial ownership details to be received from NSDL and Central Depository Services (India) Limited ("CDSL") as at the close of business hours of Record Date;

The Company has fixed **Friday, September 19, 2025 as the "Record Date"** for determining entitlement of Members to dividend for the financial year ended March 31, 2025, if approved at the AGM.

12. SEBI has mandated all companies to use the bank account details furnished by Depositories and maintained by the RTA for payment of Dividend to the Members electronically. All Members are requested to ensure that details such as PAN, residential status, category of holding, e-mail ID, full bank account details (IFSC, MICR etc.), postal address are updated with your DPs on or before Friday, September 19, 2025, for seamless electronic payout and receipt of subsequent communications on dividend.
13. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ("DPs") to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

14. A Resident individual Member with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by writing an e-mail at einward.ris@kfintech.com to the RTA of the Company or at cs@signpostindia.com on or before Friday, September 19, 2025. Members are requested to note that if the PAN is not correct/ invalid/ inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident Members [including Foreign Institutional Investors (“FIIs”)/ Foreign Portfolio Investors (“FPIs”)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the Member may submit the above documents (PDF/ JPG Format) by writing an e-mail at einward.ris@kfintech.com to the RTA of the Company or at cs@signpostindia.com . The aforesaid declarations and documents need to be submitted by the Members on or before Friday, September 19, 2025.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify their DPs of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

Non-Resident Indian Members are requested to inform the Company’s RTA immediately of:

- a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants.
16. Members holding shares in electronic form may contact their respective Depository Participants (DPs) to avail of the nomination facility.
17. **Transfer of shares and dividend to IEPF:**

Pursuant to the provisions of Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF Authority. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for a period of 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

Last date of claiming unclaimed and unpaid dividend declared by the Company/Pressman Advertising Limited for previous financial years is as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
March 31, 2019	August 27, 2019	September 26, 2026
March 31, 2020	August 26, 2020	September 25, 2027
March 31, 2021	July 26, 2021	August 25, 2028
March 31, 2022	July 18, 2022	August 17, 2029
March 31, 2023	July 14, 2023	August 13, 2030
March 31, 2024	September 30, 2024	October 30, 2031

Members who have not encashed the dividend warrant so far in respect of the aforesaid period are requested to make their claim to KFintech well in advance of the above date.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority at: <http://www.iepf.gov.in/IEPF/refund.html>.

18. Procedure to raise questions/seek clarifications with respect to Annual Report and register as Speaker at the AGM:

- a) As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the meeting, Members are encouraged to express their views/send their queries in advance mentioning their name, DP ID Client ID/folio number, e-mail id and mobile number to cs@signpostindia.com. Questions/queries received by the Company till **5.00 p.m. IST on Wednesday, September 24, 2025** shall only be considered and responded to during the AGM.
- b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to cs@signpostindia.com **between Friday, September 19, 2025, 9:00 a.m. (IST) to Wednesday, September 24, 5:00 p.m. (IST)** mentioning their name, DP ID Client ID/folio number, e-mail id and mobile number.
Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date i.e. Tuesday, September 23, 2025.
- c) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

19. Voting Results:

- a. The Board of Directors of the Company has appointed Mr. Hitesh J Gupta (Membership No: A33684), Practising Company Secretary, (COP No. 12722), Mumbai as the Scrutinizer to scrutinize the voting including Remote e-voting process in a fair and transparent manner.
- b. The Scrutinizer shall immediately after the conclusion of voting at the Meeting first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- c. The results will be announced within the time stipulated under the applicable laws. The Results declared along with the consolidated Scrutinizer's Report shall be submitted to BSE Limited and National Stock Exchange of India Limited within the time stipulated under the applicable laws and shall be hosted on the website of the Company (www.signpostindia.com) and on the website of NSDL (<https://www.evoting.nsdl.com/>).
- d. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **September 30, 2025**.

20. The instructions for Members for Remote e-voting and joining the AGM are as under:-

The remote e-voting period begins on **Friday, September 26, 2025 at 9:00 a.m. (IST)** and ends on **Monday, September 29, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear as Beneficial Owners in the records of the Depositories as on the record date (cut-off date) i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="687 1402 1267 1769" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) If you are still unable to get the password, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. For shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@signpostindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By Order of the Board

Jenny Shah
Company Secretary
ACS No. 21492

Corporate Office:

202, Signpost House, 70A, Nehru Road,
Near Santacruz Airport, Vile Parle (East),
Mumbai - 400 099.

CIN: L74110MH2008PLC179120

Ph: 022 6199 2400

Email: cs@signpostindia.com

Place: Mumbai

Date: September 3, 2025

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5:

The Board of Directors of the Company at its Meeting held on August 14, 2025 pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mrs. Amita Desai (DIN: 00006933) as an Additional Director (Independent and Non-Executive) of the Company with effect from August 14, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from August 14, 2025 to August 13, 2030 (both days inclusive).

The NRC after considering the qualifications, skills, experience, expertise, independence and knowledge of Mrs. Desai considered and recommended to the Board, the appointment of Mrs. Desai as an Independent Director of the Company.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mrs. Desai for the office of Director of the Company.

Mrs. Desai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority(ies) and has given her consent to act as a Director of the Company.

The Company has also received a written declaration from Mrs. Desai stating that she meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs and has successfully completed the online proficiency self-assessment test.

In the opinion of the Board, Mrs. Desai, fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

The Board is of the view that the knowledge and experience of Mrs. Desai will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members.

A copy of the draft letter of appointment of Mrs. Desai setting out terms and conditions of appointment is available for inspection by the Members in electronic form as per the instructions provided in Note No. 8 of this Notice.

The relevant information (including profile) as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is enclosed herein as Annexure A.

Save and except Mrs. Desai, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mrs. Desai is not related to any other Director/ KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6:

Pursuant to provisions of Section 204 of the Companies Act, 2013 ("the Act"), and relevant Rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary.

Further, Regulation 24A of the SEBI Listing Regulations also requires that the Company shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its Shareholders in its Annual General Meeting. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India ("ICSI") and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company at their meeting held on September 03, 2025, based on the recommendation of the Audit Committee, have recommended the appointment of Mr. Ankit Mazumdar, Practicing Company Secretary (COP No.: 22261), holding Peer Review Certificate No. 3089/2023, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030.

The Board of Directors while considering the appointment of Mr. Ankit Mazumdar as Secretarial Auditor have taken into account his knowledge, competency, efficiency in conduct of audit, independence, etc., and formed an opinion that such knowledge, competency, efficiency and experience, is commensurate with the size and requirements of the Company and, therefore, recommends his appointment to the Members.

Brief profile of Mr. Ankit Mazumdar is as under:

Mr. Ankit Mazumdar is a peer-reviewed practicing company secretary with over six years of experience in the field of corporate and secretarial practices. Presently, he is also the Vice Chairman of the Jamshedpur Chapter of EIRC of ICSI.

His professional journey reflects an in-depth knowledge of corporate laws and regulations, a strong understanding of corporate governance principles, excellent communication and interpersonal skills, ability to analyze complex legal and financial information, proficiency in drafting documents and reports and strong organizational and time management skills.

Apart from the Company, he is also currently handling the Secretarial Audit of Crackers India (Alloys) Limited and is the Secretarial Advisor of various companies in and around Jamshedpur such as Crackers India Group (Odisha) and Indiano Group (Ranchi). He is also engaged in assisting as a Professional Service provider in compliances of many listed and public companies including Tata Steel Utilities and Infrastructure Services Limited and its Subsidiaries/Joint Ventures.

Mr. Ankit Mazumdar has given his consent to act as the Secretarial Auditor of the Company and has confirmed his eligibility for appointment and also that he has not incurred any of the disqualifications as specified by SEBI for being appointed as Secretarial Auditor of the Company.

The proposed fees in connection with the secretarial audit shall be such as may be mutually agreed between the Board of Directors and Mr. Ankit Muzumdar but the same shall not exceed ₹ 1,50,000 per annum plus applicable taxes and out-of-pocket expenses. In addition to the secretarial audit, he shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item Nos. 7, 8 and 9

The Board of Directors at its meeting held on September 3, 2025, taking into consideration the growth and performance of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved revision in remuneration of Mr. Shripad Ashtekar, Managing Director, Mr. Rajesh Awasthi, Executive Director and Mr. Dipankar Chatterjee, Executive Director of the Company as follows:

Mr. Shripad Ashtekar

Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) in the scale of ₹ 1,86,00,000 to ₹ 3,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.

Mr. Rajesh Awasthi

Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) in the scale of ₹ 78,00,000 to ₹ 1,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.

Mr. Dipankar Chatterjee

Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) of ₹ 2,07,00,000 for the financial year ended March 31, 2026.

The Board is of the view that the knowledge and experience of Mr. Shripad Ashtekar, Mr. Rajesh Awasthi and Mr. Dipankar Chatterjee continue to be of immense benefit and value to the Company and based on the Company's performance and their individual performances, and pursuant to the recommendations of the NRC, recommends the revision in their remuneration as above to the Members.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act, the revision in remuneration payable to Mr. Shripad Ashtekar, Mr. Rajesh Awasthi and Mr. Dipankar Chatterjee is being placed before the Members at the Annual

General Meeting for their approval by way of Special Resolutions.

The following additional information as required by Schedule V to the Act has been given below:

I. General Information:

(i) Nature of Industry

The Company is in the business of Advertising.

(ii) Date or expected date of commencement of commercial production:

The Company was originally incorporated on February 19, 2008 as private limited company. The status of the Company was changed to a public limited company and a fresh certificate of incorporation was issued on April 29, 2022.

(iii) In case of new Companies, expected date of commencement of activities as per projects approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial Performance based on the given indicators as per the Audited Financial Results for the year ended March 31, 2025:

Particulars	Amount (₹ in lakhs)
Turnover & Other Income	45,793.12
Net Profit as per Profit & Loss Account (after tax)	3,374.52
Profit as computed under Section 198 of the Companies Act, 2013	4,775.98
Net worth	21,970.20

(v) Foreign Investment or collaborations, if any:

The Company has not entered into any foreign collaborations.

II. Information about appointee:

A. Mr. Shripad Ashtekar

(i) Background Details:

Mr. Shripad Ashtekar, the son of a former serviceman, is a pioneering first-generation Indian entrepreneur who has made a significant impact in the business world. He is the Founder and Managing Director of the Company.

Mr. Ashtekar's journey took an unexpected turn when he chose to step away from his B.Sc. Honours degree in Statistics. Over the span of a decade, he amassed valuable experience and insights, which he later channelled into propelling the Company to extraordinary heights. Under his visionary leadership, the Company has emerged as one of the top three companies in India within its sector.

Known for his innate creativity and innovation, Mr. Ashtekar has woven these qualities into the fabric of his business philosophy. His strategic vision includes investing in startups that resonate with the Company's broader goals, reinforcing the Company's forward-thinking approach.

(ii) Past Remuneration:

₹ 99.00 lakhs for the financial year ended March 31, 2025.

(iii) Recognition or awards:

Under Mr. Ashtekar's leadership, the Company has received several excellence awards. Mr. Ashtekar has been awarded the 'Most Promising Asian Business Leader Award' 24 by Times Now.

(iv) Job Profile and his suitability:

The job profile includes management of the whole affairs of the Company under the overall superintendence, direction and guidance of the Board of Directors of the Company. Mr. Shripad Ashtekar has propelled the Company to extraordinary heights and under his visionary leadership, the Company has emerged as one of the top three companies in India within its sector. Taking into consideration his skill matrix and expertise, Mr. Ashtekar brings a unique combination of leadership experiences and value creation skills and hence he is well suited for the responsibilities assigned to him.

(v) Remuneration proposed:

Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) in the scale of ₹ 1,86,00,000 to ₹ 3,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Shripad Ashtekar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counterpart(s) in other Companies.

- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:**

Besides the remuneration proposed to be paid to him, Mr. Shripad Ashtekar or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other director.

B. Mr. Rajesh Awasthi

- (i) **Background Details:**

Mr. Rajesh Awasthi is a seasoned professional with over 20 years of experience in Out of Home Advertising, specializing in media acquisition, executing large advertising infrastructure projects, operations and institutional sales.

For more than a decade, he has been pivotal part of the Company, focusing on the development and expansion of media assets throughout Maharashtra. A graduate in Commerce from G. S. College, Nagpur, his strategic insight and execution capabilities, coupled with his exceptional public relations skills and strong relationships with government organizations, have significantly elevated Company's market presence.

A hallmark of his career was the development of the Kolkata Airport Advertising Project in 2017, which transformed the airport advertising in India and set a new benchmark in the industry. He also pioneered the digital advertising format in Mumbai, introducing the city's largest Out of Home Digital Billboard at the premises of Mumbai International Airport. Currently, he is leading the digital transformation of Mumbai's Bus Queue Shelters, establishing the city as the one with the highest number of digital bus shelters in India. Additionally, he is key to executing the OMC project nationwide and implementing Metro Line 2A & 7 covering 30 stations in Mumbai.

Mr. Awasthi's visionary leadership and technical expertise have consistently driven the advancement of Out of Home Advertising. His dynamic contributions continue to shape the future of the industry, making him a distinguished and influential leader.

- (ii) **Past Remuneration:**

₹ 30.20 lakhs for the financial year ended March 31, 2025.

- (iii) **Recognition or awards:**

Mr. Rajesh Awasthi has earned recognition for his transformative contributions to Out of Home Advertising. He led the Kolkata Airport Advertising Project in 2017, setting a new benchmark in the industry. He pioneered Mumbai's largest digital billboard at the International Airport and spearheaded the city's digital bus shelter initiative.

- (iv) **Job Profile and his suitability:**

The job profile includes Sales and marketing, relationship management, operations and project management under the superintendence, direction and guidance of the Managing Director of the Company. Taking into consideration his visionary leadership and technical expertise that have consistently driven the advancement of Out of Home Advertising and his dynamic contributions that continue to shape the future of the industry, Mr. Rajesh Awasthi is a distinguished and influential leader and hence he is well suited for the responsibilities assigned to him.

- (v) **Remuneration proposed:**

Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) in the scale of ₹ 78,00,000 to ₹ 1,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Rajesh Awasthi, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counterpart(s) in other Companies.

- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:**

Besides the remuneration proposed to be paid to him, Mr. Rajesh Awasthi or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other director.

C. Mr. Dipankar Chatterjee

- (i) **Background Details:**

Mr. Dipankar Chatterjee is a distinguished turnaround specialist, recognized for his exemplary achievements within the advertising industry. With a career spanning several prominent organizations, including Mid-Day, Posterscope India, Portland Outdoors (a Group M Company), and JC Decaux India, Mr. Chatterjee has consistently demonstrated his expertise in revitalizing businesses, steering them toward sustained success. His professional journey is a testament to his intermediate-level proficiency, underpinned by a string of accomplishments in high-impact leadership roles.

Notably, his tenure at these esteemed companies is punctuated by his remarkable ability to identify lucrative opportunities and resolutely pursue a visionary approach to their realization. His keen strategic insight and operational acumen have been critical to the transformation of these businesses, turning challenges into success stories.

At the Company, Mr. Chatterjee's leadership has been nothing short of transformative. Supported by a talented and dedicated management team, he has propelled the company to become the fastest-growing media group in the industry. The Company, with its vast experience spanning over two decades and its pioneering offerings in the Digital Out of Home (DOOH) space, now stands at the forefront of creating premium media solutions. This includes expanding beyond traditional Out of Home advertising and embracing cutting-edge technologies that redefine the industry landscape.

- (ii) **Past Remuneration:**

₹ 127.50 lakhs for the financial year ended March 31, 2025.

- (iii) **Recognition or awards:**

Mr. Chatterjee is a turnaround specialist in the advertising industry, known for revitalizing leading organizations. His strategic leadership has consistently transformed businesses, earning him recognition for driving growth and innovation. Under his guidance, the Company has propelled as the fastest-growing media group, pioneering advancements in Digital Out of Home (DOOH) advertising and creating premium media solutions.

- (iv) **Job Profile and his suitability:**

The job profile includes Sales and marketing, relationship management, operations and project management under the superintendence, direction and guidance of the Board of Directors and Managing Director of the Company. Taking into consideration the skills, expertise, keen strategic insight and operational acumen, Mr. Chatterjee is a visionary leader and hence he is well suited for the responsibilities assigned to him.

- (v) **Remuneration proposed:**

Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) of ₹ 2,07,00,000 for the financial year ended March 31, 2026.

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Dipankar Chatterjee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counterpart(s) in other Companies.

- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:**

Besides the remuneration proposed to be paid to him, Mr. Dipankar Chatterjee or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other director.

III. Other Information:

- a. Reasons of loss or inadequate profits - Not applicable, as the Company has posted a net profit after tax of ₹ 3,374.52 lakhs during the financial year ended March 31, 2025.
- b. Steps taken or proposed to be taken for improvement - Not applicable as the Company has adequate profits.
- c. Expected increase in productivity and profits in measurable terms etc.- Not applicable as the Company has adequate profits.

IV. Disclosures:

The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading “Remuneration of Directors”.

The Explanatory Statement may be considered as written Memorandum setting out terms, conditions and limits of remuneration of Mr. Shripad Ashtekar, Mr. Rajesh Awasthi and Mr. Dipankar Chatterjee in terms of Section 190 of the Act.

The relevant information as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India is enclosed herein as Annexure A.

Save and except Mr. Shripad Ashtekar, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the Resolution set out at Item No. 7 of the Notice. Mr. Shripad Ashtekar is not related to any other Director/KMP of the Company.

Save and except Mr. Rajesh Awasthi, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the Resolution set out at Item No. 8 of the Notice. Mr. Rajesh Awasthi is not related to any other Director/KMP of the Company.

Save and except Mr. Dipankar Chatterjee, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the Resolution set out at Item No. 9 of the Notice. Mr. Dipankar Chatterjee is not related to any other Director/KMP of the Company.

The Board recommends the Special Resolutions set out at Item No. 7, 8 and 9 of the Notice for approval of the Members.

Annexure A

Additional Information with respect to Item Nos. 4, 5, 7, 8 and 9

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting or seeking approval for revision in remuneration of Directors [pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Dipankar Chatterjee (item no. 4 and 9)	Mrs. Amita Desai (item no. 5)
Director Identification Number (DIN)	06539104	00006933
Age	53 years	59 years
Qualification	Science stream graduate at the Higher Secondary level.	Fellow Member of the Institute of Company Secretaries of India (ICSI), New Delhi, a Registered Insolvency Professional with the Insolvency and Bankruptcy Board of India (IBBI) and a Certified CSR Advisor.
Terms and conditions of appointment/ re appointment	Liable to retire by rotation. Appointed as an Executive Director of the Company for a period of 5 years from December 29, 2021.	Appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2025 to August 13, 2030 (both days inclusive).
Profile, Experience and Expertise in specific functional areas	Refer point III C (i) of the additional information provided as required by Schedule V to the Act above.	Refer Annexure B given below.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer point III C (i) of the additional information provided as required by Schedule V to the Act above.	Refer Annexure B given below.

Name of the Director	Mr. Dipankar Chatterjee (item no. 4 and 9)	Mrs. Amita Desai (item no. 5)
Details of remuneration sought to be paid	Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) of ₹ 2,07,00,000 for the financial year ended March 31, 2026.	Mrs. Amita Desai will be entitled to sitting fees for attending meetings of the Board and Committee(s) thereof and reimbursement of out-of-pocket expenses incurred by her in connection thereto. In addition, she would be entitled to commission out of profits, if any, of the Company as determined by the Board of Directors of the Company and within the limits already approved by the Members of the Company and as permitted by law.
Details of remuneration last drawn (FY 2024-25)	₹ 127.50 lakhs for the financial year ended March 31, 2025.	Not Applicable
Date of first appointment on the Board	April 15, 2013	August 14, 2025
Shareholding in the Company (as on the date of notice)	84,30,526 Equity Shares	Nil
Relationship with other Directors and Key Managerial Personnel ("KMPs")	Mr. Dipankar Chatterjee is not related to any other Director or any KMP of the Company.	Mrs. Amita Desai is not related to any other Director or any KMP of the Company.
The number of meetings of the Board attended during the financial year 2024-25	Six	Not Applicable
Listed entities from which the Director has resigned from directorship in last 3 (three) years	None	None
Other Directorships (excluding Signpost India Limited)	i) Signpost Delhi Airport Private Limited ii) Sraboni Chatterjee Foundation	i) Amita Desai Advisors Private Limited ii) Rajratan Land Developers Private Limited
Membership/Chairmanship of other Board Committees (excluding Signpost India Limited)	None	None

Name of the Director	Mr. Shripad Ashtekar (item no. 7)	Mr. Rajesh Awasthi (item no. 8)
Director Identification Number (DIN)	01932057	07815683
Age	53 years	48 years
Qualification	Step away from his B.Sc. Honours in Statistics.	B. Com.
Terms and conditions of appointment/re appointment	Liable to retire by rotation. Appointed as Managing Director of the Company for a period of 5 years from August 29, 2022.	Liable to retire by rotation. Appointed as an Executive Director of the Company for a period of 5 years from August 6, 2024.
Profile, Experience and Expertise in specific functional areas	Refer point III A (i) of the additional information provided as required by Schedule V to the Act above.	Refer point III B (i) of the additional information provided as required by Schedule V to the Act above.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer point III A (i) of the additional information provided as required by Schedule V to the Act above.	Refer point III B (i) of the additional information provided as required by Schedule V to the Act above.
Details of remuneration sought to be paid	Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) in the scale of ₹ 1,86,00,000 to ₹ 3,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.	Remuneration (inclusive of salary, perquisites, performance pay, other allowances and benefits) in the scale of ₹ 78,00,000 to ₹ 1,25,00,000 per annum with effect from April 1, 2025 upto March 31, 2027.
Details of remuneration last drawn (FY 2024-25)	₹ 99.00 lakhs for the financial year ended March 31, 2025.	₹ 30.20 lakhs for the financial year ended March 31, 2025.
Date of first appointment on the Board	February 19, 2008	August 06, 2024
Shareholding in the Company (as on the date of this Notice)	1,57,17,957 Equity Shares	10,84,848 Equity Shares
Relationship with other Directors and Key Managerial Personnel ("KMPs")	Mr. Shripad Ashtekar is not related to any other Director or any KMP of the Company.	Mr. Rajesh Awasthi is not related to any other Director or any KMP of the Company.
The number of meetings of the Board attended during the financial year 2024-25	Six	Three
Listed entities from which the Director has resigned from directorship in last 3 (three) years	None	None
Other Directorships (excluding Signpost India Limited)	i) Signpost Delhi Airport Private Limited ii) Eflag Analytics Private Limited iii) Sraboni Chatterjee Foundation	i) S2 Signpost India Private Limited
Membership/Chairmanship of other Board Committees (excluding Signpost India Limited)	None	None

Profile of Mrs. Amita Desai

Mrs. Amita Desai is a seasoned professional with over 30 years of experience in corporate governance, compliance, and advisory services. She is a Fellow Member of the Institute of Company Secretaries of India (ICSI), New Delhi, and a Registered Insolvency Professional with the Insolvency and Bankruptcy Board of India (IBBI). In addition, she holds certification as a Certified CSR Advisor, showcasing her commitment to sustainable and socially responsible business practices.

Mrs. Desai is a Co-founder, having nearly three decades of experience in advising on Corporate Governance and Compliance. She leads the Corporate Secretarial Service at InCorp. Her work spans across Listed/Unlisted Companies, Startups, MSMEs, MNCs, and Non-Profit Organizations and guiding them through complex legal frameworks involving the Companies Act, FEMA, Securities Law, Insolvency, and M&A.

She is known for translating intricate legal and regulatory requirements into actionable strategies for businesses navigating IPOs, restructuring, fund raising and documentations, foreign investments, compounding matters, and ESG compliances. Her proactive approach has helped clients establish subsidiaries across the UK, USA, Germany, Singapore, Dubai (Free Zones), Kampala and Malaysia.

Key Achievements of Mrs. Desai are as under:

- Played a key role in assisting IPOs of companies like Uniparts India Ltd., ideaForge Technology Ltd., Accelerate BS India Ltd, Radiowalla Network Limited and many more.
- Represented clients before the National Company Law Tribunal (NCLT) in matters related to M&A, insolvency, and Oppression and Mismanagement (Litigation between shareholders).
- Among the early professionals to guide foreign inbound and outbound investments under the FERA and FEMA regimes.
- Helped Indian entities expand internationally, setting up subsidiaries in the UK, USA, Germany, Singapore, Dubai (Free Zones), Kampala, and Malaysia.
- Regular contributor to corporate law literature through articles in Chartered Secretary, WIRC FOCUS Magazine, and ICAI/ICSI e-journals.
- Honored by ICSI for completing 25 years as an entrepreneur in professional practice.

Frequently engaged as a motivational speaker and mentor for aspiring Company Secretaries and legal professionals.