

Nikhil Singhi
Chartered Accountant & Registered Valuer

Recommendation of Fair equity share exchange Ratio for the Proposed
Scheme of Arrangement between Pressman Advertising Limited and
Signpost India Limited and their respective shareholders

By
Nikhil Singhi
Registered Valuer
Chartered Accountant

Date: 24th June, 2022

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Pressman Advertising Ltd

Paulanie Muthurjee

Company Secretary

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Nikhil Singhi
Chartered Accountant & Registered Valuer

To

The Board of Directors PRESSMAN ADVERTISING LIMITED Pressman House, 10A Lee Road, Kolkata, West Bengal, 700020	The Board of Directors SIGNPOST INDIA LIMITED 202, Pressman House, 70A, Nehru Road, Vile Parle (E), Mumbai Maharashtra 400099
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Sub: Recommendation of fair equity share exchange ratio as per the Scheme of Arrangement for the proposed merger of Pressman Advertising Limited ("Pressman") into Signpost India Limited ("Signpost")

Dear Sir / Madam,

We enclose our report (the 'Report') prepared in connection with the services requested in accordance with the terms of our engagement vide letter dated February 18, 2022. We have carried out a fair equity share exchange ratio on Proposed Scheme of Arrangement ("Scheme") under section 230 to 232 and other applicable clauses of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended from time to time).

The Report is confidential to the Client and is subject to the restrictions on use as per terms of our engagement. We disclaim any responsibility to any other person/party for any decision of such person/party based on the Report. Any person who is not an addressee in the Report is not authorized to have access to the Report.

Yours faithfully,

**Nikhil
Singhi**

Digitally signed
by Nikhil Singhi
Date: 2022.06.24
12:28:39 +05'30'

Nikhil Singhi
Chartered Accountant and Registered Valuer
ICAI Membership Number: 061567
IBBI Registered Valuer Number: IBBI/RV/06/2019/11089

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Paulami Kulkarni
Company Secretary

1. INTRODUCTION

BACKGROUND INFORMATION

Nikhil Singhi, Chartered Accountant and Registered Valuer (herein referred as 'I' or 'us' or 'our' or 'we') has been engaged to determine the fair equity share exchange ratio on Proposed Scheme of Arrangement ("Scheme") involving below mentioned companies:

- Pressman Advertising Limited (herein referred to as 'Pressman') &
- Signpost India Limited, previously known as Signpost India Private Limited (herein referred to as 'Signpost')

Pressman and Signpost are collectively referred to as "the Companies"

Brief background of the companies forming part of the scheme:

Pressman Advertising Limited is a prominent independent advertising agency. The company's business has four major verticals - Advertising, Public Relations, Design and Digital. The business is carried out through its offices located in Kolkata, Mumbai, Delhi and Bangalore.

The paid-up equity share capital of Pressman as on 31st March 2022 is INR 469.66 lacs divided into 2,34,82,843 equity shares having face value of INR 2 each. The equity shares of Pressman are listed in BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE). The shareholding pattern of Pressman as on 31st March 2022 is as follows:

Sr. No.	Name of Shareholder	No. of Shares	% Shareholding
1	Promoter & Promoter Group	1,01,18,797	43.09%
2	Public*	1,33,64,046	56.91%
	Total	2,34,82,843	100.00%

* Public Shareholders includes Institutions and Non-Institutions

Source: <https://www.bseindia.com> accessed on 23 June 2022.

Subsequent to the above date, as explained to us there has been no change in the authorised, issued, subscribed and paid-up capital of the Pressman.

Signpost India Limited (Signpost) established in 2008, is an independent AdTech enterprise majorly focusing on Design, technology, data analytics and content improvisation of the concept of "hyperlocal programmatic advertising" to evolve individualistic character to media assets to bring about the demographic creativity unmatched even by print, smart phone or radio and set OOH in a parallel league.

The paid-up equity share capital of Signpost as on 31st March 2022 is INR 1620.83 divided into 8,10,41,545 equity shares having face value of INR 2 each. The shareholding pattern of Signpost as on 31st March 2022 is as follows:

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Sr. No.	Name of Shareholder	No. of Shares	% Shareholding
1	Mr. Shripad Ashtekar	4,12,49,265	50.90%
2	Mr. Dipankar Chatterjee	2,19,85,700	27.13%
3	Mr. Sushil Pandey	79,96,255	9.87%
4	Mr. Rajesh Batra	31,98,500	3.95%
5	Others	66,11,825	8.15%
	Total	8,10,41,545	100.00%

Subsequent to the above date, as explained to us there has been no change in the authorised, issued, subscribed and paid-up capital of the Signpost

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Paulami Nethurjee
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PURPOSE AND INTENDED USE OF VALUATION

The management of the Companies are contemplating Merger as per the Scheme of Arrangement of Pressman Advertising Limited into Signpost India Limited under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B) and applicable provisions of the Income Tax Act.

In this respect, we have been requested by the companies to submit a report recommending a fair equity share exchange ratio on the Proposed Scheme of Arrangement, which proposes capital restructuring and issuance of Non-Convertible Redeemable Debentures, for the consideration of the Board of Directors of the companies, prior to the merger. The report may also be produced before judicial, regulatory or government authorities, in connection with the Scheme.

The scope of our services is to conduct a relative valuation of the Companies and to recommend a fair equity share exchange ratio for the Proposed Scheme of Arrangement in compliance with generally accepted standards for valuation and Valuation Standards as mandated by The Institute of Chartered Accountants of India ('ICAI'). The report and our recommendation are basis the relative value of the companies and not for the purpose of arriving at the absolute values.

This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed in the report.

RELEVANT DATE

We have considered financial statements and other information relating to the Companies up to 31st March 2022 (the "Valuation Date") in our analysis and market price for Pressman till 23rd June 2022. We have made adjustments for facts made known (past or future) to us till the date of our report. Pressman being a listed company, as per the SEBI Circular No. CFD/DIL3/CIR/2017/26 the Relevant Date for the purpose of computing pricing is the date of Board Meeting in which the scheme is approved i.e., 24th June 2022.

PREMISE OF VALUE AND STANDARD OF VALUE

The valuation of the companies and undertakings has been done using the "Going Concern" assumption. The standard of value applied is the "Fair Valuation" approach.

INFORMATION CONSIDERED FOR VALUATION

In connection with this assignment, we have received the following information and factors from the respective Managements:

- Audited financial statements of Pressman for the year ended 31st March 2019, 31st March 2020, 31st March 2021 and 31st March 2022

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- Board approved projected financials of Pressman from year ending 31st March 2023 to year ending 31st March 2027
- Audited standalone financial statements of Signpost for the year ended 31st March 2019, 31st March 2020, 31st March 2021 and 31st March 2022
- Board approved standalone projected financials of Signpost from year ending 31st March 2023 to year ending 31st March 2026
- Audited standalone financial statements for the year ended 31st March 2022 of below companies
 - ✓ S2 Signpost India Pvt. Ltd. (S2 Signpost)
 - ✓ Signpost Airports LLP (SALLP)
 - ✓ Signpost Delhi Airport Pvt. Ltd (SDAPL)
- Letters of renunciation from shareholders of Signpost viz., Mr. Dipankar Chatterjee dated Dec 1, 2021, Mr. Prashant Pande dated Dec 1, 2021, Mr. Rajesh Awasti dated Dec 1, 2021, Mr. Rajesh Batra dated Dec 1, 2021, Mr. Someshwar Jogi dated Dec 1, 2021, Mr. Shrinivas Rao dated Dec 1, 2021 and Mr. Sushil Pandey dated Dec 1, 2021 renouncing rights to subscribe to rights issue of equity Shares of Signpost in favour of Mr. Shripad Ashtekar.
- Workings, information and explanations received by us from the Management via oral and written communication
- Draft Scheme of Arrangement between Pressman and Signpost and their respective shareholders
- Business outlook and industry reports
- Publicly available information about Pressman and Signpost and other companies in similar industry and key rates and market indicators

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2. METHODOLOGIES/APPROACHES CONSIDERED FOR VALUATION

The following methodologies and approaches are available for arriving at the fair value of Companies and its shares as per ICAI Valuation Standard 103.

ASSET BASED APPROACH

The asset-based approach is used for determining a value indication of a business, business ownership interest, security, or intangible asset using one or more methods based on the value of the assets net of liabilities. A frequently used method under the asset approach is the Adjusted Net Asset Value method.

INCOME BASED APPROACH

The income approach is used for determining a value indication of a business, business ownership interest, security, or intangible asset by using one or more methods through which anticipated benefits are converted into value.

Anticipated benefits, as used in the income approach, are expressed in monetary terms. Anticipated benefits may be reasonably represented by such items as dividends distributions, or various forms of earnings or cash flow.

Two frequently used valuation methods under the income approach include the capitalization of benefits method and the Discounted Cash Flows method.

MARKET BASED APPROACH

The market approach is used for determining a value indication of a shares, business, business ownership interest, security or intangible asset by using one or more methods for which either the price is readily available in an active market (market price method) or by comparing the subject to similar/ comparable businesses, business ownership interests, securities or intangible assets that have been sold (Comparable Company Method).

In our valuation, we have considered and applied one or more of the above methods to value each entity, depending on the circumstances which in our opinion were most appropriate to the entity. The valuation methodology applied for each entity is elaborated in greater detail with the relevant Company valuation provided subsequently.

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3. STATEMENT OF LIMITING CONDITIONS

CONDITIONS

The historical financial information about the Companies considered in this report is solely for the purpose to arrive at value conclusion presented in this report, and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the Limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Companies. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

In the course of this exercise/assignment, we were provided with both written and verbal information including financial and operating data through telephone, emails and in-person interaction with the management and representatives of the companies. We have evaluated such information provided to us through broad inquiry and analysis (but have not carried out a due diligence or audit or review of the companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided). Our work does not constitute an audit, due diligence or certification of the historical financial statements.

We have used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement and which, the analyst shall be at a liberty to accept or decline.

This report and the information contained herein are confidential. This report is to be used in its entirety only and specifically for the purpose stated in the report. Reproducing, copying or otherwise quoting of this report or any part thereof, other than for the purpose mentioned above, is not permitted.

ASSUMPTIONS

The opinion of exchange ratio given in this Report is based on information provided in part by the management of the Company/the Companies and other sources as listed in the Report. This information is assumed to be accurate and complete.

It is assumed that the Management of the Company/Companies has/have disclosed all relevant information and data in this matter which may have a bearing on our recommendations.

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We have relied upon the management certified/ audited financial statements and projections as well as representations contained in the public and/or other documents in our possession concerning the value and useful condition of all investments in securities or partnership interests, and any other assets or liabilities except as specifically stated to the contrary in this report.

We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets and that book values of assets and liabilities, unless otherwise stated reflect their fair values. We have also not conducted a tax due diligence and relied on the tax losses as disclosed to us for the purpose of any valuation impact, if any. We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Companies will maintain the character and integrity of the Companies through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Companies.

We have been informed by management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business materially, except as may be disclosed elsewhere in this report. We have assumed that no material costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

CAVEATS

Provision of valuation or share exchange ratio recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

We have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

The valuation worksheets prepared for the exercise are proprietary of Mr. Nikhil Singhi and cannot be shared with anyone excepting his prior written consent.

A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. The Valuation Analysis contained herein represents the value only on the date that is specifically stated in this Report. This Report is issued on the understanding that the Management of the Companies has drawn our attention to all matters of which they are aware, which may have an impact on our Report up to the date of signature.

We have no responsibility to update this Report for events and circumstances occurring after the date of this Report. The management has represented that there are no significant changes in the financial

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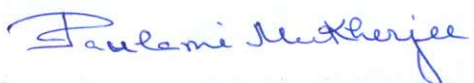
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position of the Companies requiring major valuation adjustments subsequent to the valuation date.

Our Valuation Analysis and Exchange Ratio should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Companies. This report is purely for the purpose of recommending a relative valuation and not the absolute valuation of any of the individual entities. The report is subject to laws of India only. We would not be referred to as an expert in any regulatory filings outside the laws of India or jurisdiction outside India.

Valuation and determination of a fair equity share exchange ratio is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on individual judgement. As such, valuation results are, to a significant extent, subject to the user's judgment and continuance of current trends beyond the date of the report.

While carrying out this engagement, we have relied upon the Financial Projections of Signpost and Pressman made available to us by the management of the Companies.

The valuation analysis contained herein represents the value only on the date that is specifically stated in this report. This report is issued on the understanding that the Management has drawn our attention to all matters of which it is aware, which may have an impact on the valuation and the report up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this report. Users of this report are expected to exercise their judgment in case of using this report for arriving at a valuation subsequent to the Valuation Date.

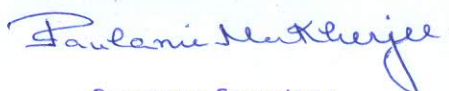
It may be noted that the Management has been provided opportunity to review the draft report (without the exchange ratios) for the current exercise as part of our standard practice to make sure that factual inaccuracies are avoided in our report.

DISTRIBUTION OF REPORT

The Report is confidential and has been prepared for purpose as given in the purpose and intended use of report paragraph above. The same can be shared with requisite authorities as per the purpose and intended use of report paragraph above. We are not liable or answerable to any other party other than the management of the Companies.

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4. VALUATION ANALYSIS

METHODOLOGY ADOPTED FOR VALUATION OF PRESSMAN

1) Valuation of Pressman as per Market based approach

Shares of Pressman are frequently traded on both the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). For our valuation under market approach, we have considered volume weighted average price of Pressman as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 determined using the data of NSE as the traded volumes in NSE is higher compared to BSE for Pressman. Relevant date considered is 24th June 2022, the date of board meeting in which the proposed transaction is scheduled for approval of the Board of Directors.

The price considered is higher of following:

- a) the 90 trading days' volume weighted average prices of Pressman shares quoted on NSE preceding the relevant date; or
- b) the 10 trading days' volume weighted average prices of Pressman shares quoted on NSE preceding the relevant date.

The value thus derived for Pressman is given in **Annexure 1**. The value computed has been taken up to two decimal places with upward rounding off.

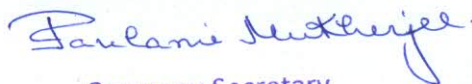
2) Valuation of Pressman as per Income based approach

The projected financials of Pressman from year ending 31st March 2023 to year ending 31st March 2027 is used to compute the Free Cash Flow to Equity (FCFE) for the explicit forecast period and for terminal year. FCFE, the cash available for distribution to Equity Shareholders is then discounted at Cost of Equity. The value so arrived is then adjusted for surplus/non-operating assets to arrive at the Equity Value of Pressman.

The equity value per share of Pressman thus arrived based on Income based approach is as shown in **Annexure 2**.

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METHODOLOGY ADOPTED FOR VALUATION OF SIGNPOST

1) Valuation of Signpost as per Income based approach

When evaluating the approaches / methodologies to be adopted for valuing a company or business, an appraisal engagement requires an understanding of the nature of the company's business. An operating company primarily derives profits through the offering of products or services. Signpost being in operation since 2008 and availability of management approved projected financials enables us to apply Discounted Cash Flow (DCF) method under Income Approach for valuation of Signpost.

The Discounted Cash Flow method is considered the most theoretically sound approach and scientific and internationally acceptable method for determination of the value of a business. Under this technique, the projected free cash flows from the business operations are discounted back to the present value at Weighted Average Cost of Capital (WACC) and the aggregate of the sum of the present discounted value of such free cash flows, investments & loans, net of debt, discount for lack of marketability (DLOM), net present value of debentures of Signpost as on 31st March 2022 is considered to be the equity value of Signpost.

The future cash flows are derived considering the Earnings before Interest and Taxes (less adjusted tax), depreciation and amortization, the changes in the working capital and investment in capital expenditure. They are an aggregation of the free cash flows during the explicit period of forecast, prepared based on the business plan and during the post explicit forecast period, estimated by computing the terminal value based on suitable assumptions.

The discount rate, i.e., WACC is then applied to the free cash flows, should reflect the opportunity cost to all the capital providers.

The cost of equity is determined using the Capital Asset Pricing Model (CAPM) by estimating the risk free rate of return for the country, the equity risk premium in India adjusted for systematic risk using beta. The cost of debt considered for computation is the post-tax cost of debt.

The equity value per share of Signpost thus arrived based on Income based approach is as given in Annexure 2.

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2) Valuation of Signpost as per Market based approach

For arriving at the valuation of Signpost as per Market based approach, we have used Trailing Twelve Months (TTM- ending 31-Mar-2022) EV/EBIT multiple of comparable companies listed on recognized stock exchanges in India.

The EV/EBIT multiple derived based on comparable companies is applied to the EBIT of Signpost to arrive at the Enterprise Value (EV) of Signpost. The EV so arrived at is adjusted for surplus assets, DLOM etc. as on the Valuation date to arrive at equity value of Signpost.

The equity value per share of Signpost thus arrived based on Market based approach is as given in Annexure 2.

The equity value of Signpost computed in above approaches is after considering paid-up equity share capital reduction and present value of redemption amount of redeemable Non-Convertible Debenture as envisaged in the Proposed scheme.

Signpost has issued 2,15,800 nos. of equity shares of INR 10 each at premium of INR 43.29 per share to raise INR 1,15,00,000 in December 2021 through Rights issue from Mr. Shripad Ashtekar, one of the promoters of the company, after obtaining letter of renunciation from all other shareholders in favour of Mr. Shripad Ashtekar.

Based on the discussion with the management we are made to understand that the above price of issue of shares on rights basis to a promoter is not supported by any third party independent valuation report. The issue being very small compared to the overall paid-up share capital of Signpost and the same being issued after getting renunciation letters from all other shareholders, we have not considered the issue price to be representative of the fair value of equity shares, hence not considered for current valuation exercise.

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VALUATION CONCLUSION

RECOMMEDATION OF RATIO OF EXCHANGE OF SHARES FOR THE PROPOSED SCHEME

Merger of Pressman Advertising Limited into Signpost India Limited

The fair equity share exchange ratio has been arrived on the basis of a relative valuation of the shares of Pressman and Signpost based on valuation methods explained above in Valuation Analysis.

While we have provided our recommendation of the Fair Equity Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Fair Equity Share Exchange Ratio. The final responsibility for the determination of the exchange ratio at which the Proposed Scheme shall take place will be with the Board of Directors of the respective Companies, who should take into account other factors such as their own assessment of the Proposed Scheme and input of other advisors.

In the view of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the fair equity share Exchange Ratio for the proposed merger of Pressman into Signpost as follows:

"1 no. equity share of the face value of INR 2 each fully paid-up of Signpost for every 1 no. fully paid-up equity share of INR 2 each of Pressman"

The recommendation should be read in conjunction with Section 3 of the report pertaining to Statement of Limiting Conditions and the Purpose and Intended Use of Valuation Para.

**Nikhil
Singhi**

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by Nikhil Singhi
Date: 2022.06.24
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Chartered Accountant and Registered Valuer

ICAI Membership Number: 061567

IBBI Registered Valuer Number: IBBI/RV/06/2019/11089

UDIN No.: 22061567ALOEQB9209

Date: 24th June 2022

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Annexure 1

Market Price Method for Pressman Advertising Limited

Relevant Date i.e. Date of Board Meeting: June 24, 2022

A] The 90 trading days' Volume Weighted Average Price (VWAP) of the equity shares of Pressman Advertising Limited quoted on the National Stock Exchange of India Limited preceding the relevant date (considering relevant date as June 24, 2022)

Figures in INR

Date	VWAP	Date	VWAP	Date	VWAP
23-Jun-22	34.70	12-May-22	40.2	28-Mar-22	42.25
22-Jun-22	33.56	11-May-22	39.47	25-Mar-22	42.49
21-Jun-22	31.39	10-May-22	40.07	24-Mar-22	43.35
20-Jun-22	30.73	09-May-22	40.15	23-Mar-22	42.79
17-Jun-22	32.22	06-May-22	40.14	22-Mar-22	42.01
16-Jun-22	32.69	05-May-22	42.44	21-Mar-22	43.36
15-Jun-22	33.70	04-May-22	44.91	17-Mar-22	44.51
14-Jun-22	33.60	02-May-22	43.64	16-Mar-22	44.46
13-Jun-22	33.37	29-Apr-22	42.73	15-Mar-22	44.48
10-Jun-22	35.85	28-Apr-22	43.18	14-Mar-22	44.18
09-Jun-22	35.31	27-Apr-22	42.37	11-Mar-22	45.42
08-Jun-22	34.23	26-Apr-22	42.36	10-Mar-22	47.35
07-Jun-22	34.47	25-Apr-22	41.72	09-Mar-22	46.35
06-Jun-22	34.84	22-Apr-22	43.58	08-Mar-22	46.07
03-Jun-22	36.34	21-Apr-22	43.13	07-Mar-22	46.97
02-Jun-22	36.89	20-Apr-22	42.09	04-Mar-22	48.7
01-Jun-22	36.83	19-Apr-22	43.19	03-Mar-22	42.78
31-May-22	37.35	18-Apr-22	43.38	02-Mar-22	40.4
30-May-22	36.88	13-Apr-22	43.48	28-Feb-22	38.72
27-May-22	36.21	12-Apr-22	42.87	25-Feb-22	35.19
26-May-22	33.66	11-Apr-22	44.02	24-Feb-22	33.01
25-May-22	35.9	08-Apr-22	45.68	23-Feb-22	36.05
24-May-22	37.62	07-Apr-22	45.93	22-Feb-22	35.74
23-May-22	37.38	06-Apr-22	43.02	21-Feb-22	39.29
20-May-22	37.72	05-Apr-22	42.41	18-Feb-22	40.82
19-May-22	38.05	04-Apr-22	42.47	17-Feb-22	42.03
18-May-22	39.88	01-Apr-22	41.89	16-Feb-22	41.66
17-May-22	40.61	31-Mar-22	41.32	15-Feb-22	41.09
16-May-22	40.24	30-Mar-22	41.85	14-Feb-22	38.95
13-May-22	40.93	29-Mar-22	42.16	11-Feb-22	41.23

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Pressman Advertising Ltd

Paulani Mukherjee

Company Secretary

B] The 10 trading days' Volume Weighted Average Price (VWAP) of the equity shares of Pressman Advertising Limited quoted on the National Stock Exchange of India Limited preceding the relevant date (considering relevant date as June 24, 2022)

Figures in INR

Date	VWAP
23-Jun-22	34.70
22-Jun-22	33.56
21-Jun-22	31.39
20-Jun-22	30.73
17-Jun-22	32.22
16-Jun-22	32.69
15-Jun-22	33.70
14-Jun-22	33.60
13-Jun-22	33.37
10-Jun-22	35.85

A] The 90 trading days' volume weighted average price of the equity shares preceding the relevant date: INR 40.12

B] The 10 trading days' volume weighted average price of the equity shares preceding the relevant date: INR 33.18

Applicable Minimum Price (higher of A] and B]): INR 40.12

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Annexure 2

The computation of fair equity share exchange ratio as derived by us for proposed merger of Pressman Advertising Limited into Signpost India Limited is given below:

Valuation Approach	Pressman		Signpost	
	Value per share INR	Weight	Value per share INR	Weight
Asset approach	NA	-	NA	-
Income approach	51.69	50.00%	59.24	50.00%
Market approach	40.12	50.00%	34.32	50.00%
Relative Value per share #	45.91	100.00%	46.78	100.00%
Exchange Ratio (Rounded off)	1.00			

Face value INR 2 per share for Pressman Advertising Limited and Signpost India Limited
NA = Not Adopted / Not Applicable

Asset approach

Asset approach for valuation of Pressman and Signpost is not considered since the asset approach does not reflect the intrinsic value of the business in a "going concern scenario".

Income approach

Given the nature of business of Pressman and Signpost and the fact that we have been provided by the Companies with their projected financials, we have considered it appropriate to apply the DCF Method under the Income Approach for valuation of Pressman and Signpost.

Market approach

Equity Shares of Pressman are listed on BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. Hence, we have considered the Market Price Method for valuation of Pressman. Under this approach we have followed Preferential allotment guidelines – Higher of 90 days or 10 days VWAP.

Market approach is used for valuation of Signpost based on comparable companies listed on recognised stock exchanges.

Fair Equity Share Exchange Ratio – Merger of Pressman Advertising Limited into Signpost India Limited

1 no. equity share of the face value of INR 2 each fully paid-up of Signpost for every 1 no. fully paid-up equity share of INR 2 each of Pressman"

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Company Secretary

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