

Pressman Advertising Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700 020

T: (033) 40310810, F: (033) 40310813, ir@pressmanindia.com, www.pressmanadvertising.in,
CIN: L74140WB1983PLC036495

Notice

NOTICE is hereby given that the Thirtyfirst Annual General Meeting of the Company will be held on Wednesday, 5th August, 2015 at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 at 10:30 to transact the following business :

AS ORDINARY BUSINESS

- To adopt the Audited Accounts of the Company for the year ended 31st March, 2015, together with the Directors' and Auditors' Reports.
- To declare a Dividend.
- To appoint a director in place of Mr. Navin Suchanti (DIN: 00273663), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and if though fit, to pas with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provision of Section 139(2) and 142 (1) of the Companies Act, 2013 M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Reg. No 302049E) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting at such remuneration as may be determined by the Board of Directors".

AS SPECIAL BUSINESS:

- To Consider and if though fit, to pas with or without modification(s), the following Resolutions as **Ordinary Resolutions**:
- "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Sujata Suchanti (DIN: 00273832) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
 - "RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV to the Companies Act, 2013 and listing Agreement entered into with the stock exchanges, Mr Sushil Kumar Mor (DIN: 00274066) be and is hereby appointed as an Independent Director to hold the office for a period of 5 years w.e.f. 5th August, 2015, not liable to retire by rotation".
To consider and, if thought fit, to pass, with or without modification(s), the following as **Special Resolution**:
 - "RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of transaction as per section 188 of the Companies Act, 2013	Name of the Director/ KMP and their relatives	Name of Related Party	Amount (Rs.in lacs per annum)	
				Receipts	Payments
1	Salary & Perquisites	Dr Niren Suchanti, Chairman & Managing Director		-	25.00
2	Sitting Fee	Mr Navin Suchanti, Director		-	1.00
3	Salary & perquisites	Mr B G Pasari, Chief Financial officer		-	20.00
4	Rent for office space (Payment) Cost of advertising (Receipt)	Dr Niren Suchanti, Chairman & Managing Director and Mr Navin Suchanti, Director are common directors and promoters with shareholding interest.	Pressman Realty Ltd	6.00	42.00
5	Cost of Advertising		Prima Communications Ltd	5.00	-
6	Press release/notification in newspapers, magazines, digital advertising and all types of advertising and design services	Ms Sujata Suchanti, Director is common Director in Pressman Realty Ltd and promoter with shareholding interest and is also promoter with shareholding interest in Sinclairs Hotels Ltd. & Prima Communications Ltd Mr B G Pasari, Chief Financial Officer is Common Director in Prima Communications Ltd	Sinclairs Hotels Ltd	100.00	-
7	Rent for office space (Payment) Cost of advertising (Receipt)	Dr Niren Suchanti, Chairman & Managing Director and Mr Navin Suchanti, Director are promoters with shareholding interest. Ms Sujata Suchanti, Director is common Director and promoter with shareholding interest	Pressman Properties Ltd	6.00	24.00

“RESOLVED THAT the Board of Directors and/or a Committee thereof, be and is hereby authorised to do or cause to be done all such act, matter, deeds, and things and to settle any queries, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the interest of the Company.”

Pressman House
10A Lee Road
Kolkata 700 020
Date : 26th May, 2015

By Order of the Board

Dr Niren Suchanti
Chairman & Managing Director

Notes

1. A member entitled to attend and vote may appoint a proxy to attend and on poll to vote in his stead. A proxy need not be a member of the company. Proxies to be effective, should be deposited at the registered office not later than 48 hours before the commencement of meeting.
2. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
 - II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **02.08.2015 (9:00 am)** and ends on **04.08.2015 (5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **29-07-2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email-IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (viii) Select “EVEN” (E-Voting Event Number) of **Pressman Advertising Ltd** Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to smd.deepak@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in the enclosed Annexure with this AGM Notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
 - C. Other Instructions:
 - i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29-July-2015.
 - v. Notice of the AGM along with attendance slip and proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 - vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29-July-2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
 - vii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - ix. Mr Deepak Daga, Chartered Accountant, 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xii. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pressmanadvertising.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the listed stock-exchanges viz. BSE, NSE & CSE.
3. The Register of Members and the Share Transfer Register will remain closed from **Thursday, 30th July, 2015 to Wednesday, 5th August, 2015** (both days inclusive).
 4. Dividend, if declared, will be paid to those shareholders whose names will appear in the Register of Shareholders as at close of business on **29th July, 2015**.
 5. Members holding shares in physical form are requested to intimate change in their registered address and bank particulars to the Company's Registrar and Share Transfer Agent and members holding their shares in dematerialised form are requested to inform their Depository Participant(s).
 6. Securities and Exchange Board of India has made it mandatory for listed Companies to use electronic mode for payment to investors. If required bank details are not available or electronic payment instructions have failed or have been rejected by the bank, the Company shall use physical payment instrument with the bank account details. Therefore, members holding shares in physical mode are requested to provide their updated bank details in the 'NECS Mandate Form' and forward the same duly filled-in and signed to the Company's Registrar and Share Transfer Agent. Members holding shares in demat form are requested to provide the bank account details to the Depository Participant(s).
 7. Pursuant to Section 136 of the Companies Act, 2013 Abridged Financial Statement are being sent to all shareholders. Shareholders requiring copy of full Annual Report may write to the Company, Pressman House, 10A Lee Road, Kolkata 700 020. The Balance Sheet, Statement of Profit and Loss, Auditors' Report and every other document required by law to be annexed or attached to the Annual Report shall be available for inspection at the registered office during working hours for a period of 21 days up to the date of Annual General Meeting and is also available on the website www.pressmanadvertising.in
 8. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
 9. Brief resume of the directors to be appointed/re-appointed is given in corporate governance report.
- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**
- Item No 5**
- As per requirement of Clause 49 of the Listing Agreement, Ms Sujata Suchanti (DIN: 00273832) was appointed as an Additional Director on 26th March, 2015 and will hold office till the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder together with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing candidature of Ms Sujata Suchanti for the office of Director of the Company.
- Ms Sujata Suchanti is wife of Dr Niren Suchanti, Managing Director.
- Brief resume of Ms Sujata Suchanti**
- Ms Sujata Suchanti is a graduate in Arts from Calcutta University and has over 30 years experience in the areas of administration, fine arts etc.
- She has shareholding interest in the Company.
- Save and except Ms Sujata Suchanti and her relative, to the extent of their shareholding interest, if any, in the company, none of the other Directors except Dr Niren Suchanti, Managing Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No 5 of the Notice.

The Board recommends the resolution set out at Item No 5 of the Notice for approval by the members.

Item No 6

Mr Sushil Kumar Mor (DIN:00274066) retires and being eligible for re-appointment as Independent Director for period of 5 years w.e.f. 5th August, 2015 subject to approval of members at the ensuing Annual General Meeting.

He has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Brief resume of Mr Sushil Kumar Mor

Mr Sushil Kumar Mor is B.com(Hons) having more than 34 years experience in Accounts, Finance and Administration.

He does not hold any shares of the Company in his name.

Your Directors state that Mr Sushil Kumar Mor possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as an Independent Director.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Save and except Mr Sushil Kumar Mor and his relative, to the extent of their shareholding interest, if any, in the company,

none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the members.

Item No 7

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the company must obtain prior approval of the Board of Directors.

In accordance of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your company may enter into with the related parties as defined under Section 2(76) of the Companies Act, 2013.

The Particulars of the Transaction pursuant to the provisions of Section 188 and the Companies (Meeting of Board and its Powers) Rules, 2014 are as under :

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
Sinclairs Hotels Ltd	Dr Niren Suchanti, Chairman & Managing Director and Mr Navin Suchanti, Director are common Directors in all companies and promoters with shareholding interest.
Pressman Realty Limited	Ms Sujata Suchanti, Director is common Director in Pressman Realty Ltd and promoter with shareholding interest and is also promoter with shareholding interest in Sinclairs Hotels Ltd. & Prima Communications Ltd
Prima Communications Ltd	Mr B G Pasari, Chief Financial Officer is Common Director in Prima Communications Ltd and does not carry any shareholding interest.
Pressman Properties Ltd	Dr Niren Suchanti, Chairman & Managing Director and Mr Navin Suchanti, Director are promoters with shareholding interest. Ms Sujata Suchanti, Director is common Director and promoter with shareholding interest

Nature, material terms, monetary value and particulars of the contract or arrangement. The details are as mentioned below:

a. Rent for office space :

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship	Maximum amount per annum (₹ in lacs)
Pressman Realty Limited	Existing agreement for rent for office space of premises situated at Kolkata, Mumbai, New Delhi & Bangalore. The amount being charged for the services is fixed after considering all the relevant factors and are at arms length basis.	42.00
Pressman Properties Ltd		24.00

b. Advertising, PR and allied services :

The Company has entered into agreement with Sinclairs Hotels Ltd, Pressman Properties Ltd, Pressman Realty Ltd and Prima Communications Ltd for providing services like press release/notifications in newspapers, magazines and digital advertising, etc. The amount being charged for the said services is as per media rate and the quantum depends upon the business requirement of the Company.

The members are further informed that no member/s of the Company being a related party or having interest in the resolution as set out at item no 7 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item no 7 for approval of the members.

Except Promoter, Directors and their relatives (to the extent of their shareholding interest in the Company), no other Director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

Green Initiative

Members are requested to register their email address in our website www.pressmanadvertising.in to enable the company to send Reports and Accounts, Notices etc, in electronic mode which will support green initiative.

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ATTENDANCE SLIP

Name of the attending Member (in Block Letters)	
Member's Folio Number/DP ID & Client ID	
No of shares held	
Name of Proxy (in Block Letters) to be filled in if the Proxy attends instead of the Member)	

I hereby record my presence at the 31st Annual General Meeting of the Company held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Wednesday, 5th August, 2015 at 10:30 am and any adjournment thereof.

* To be signed at the time of handing over the slip

 *Member's/Proxy's Signature

Shareholders are requested to bring their copy of Annual Report as no extra copy will be circulated at the venue
No gifts or refreshments will be provided at the meeting

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		Folio No/DP ID & Client ID:
Address:		Email ID:

I/We, being the member(s) of.....shares of Pressman Advertising Limited, hereby appoint :

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Wednesday the 5th August, 2015 at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against
1. Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Declaration of Dividend		
3. Re-appointment of Mr. Navin Suchanti as a Director who retires by rotation.		
4. To appoint the Auditors of the Company and to authorize the Board to fix their remuneration.		
5. Appointment of Ms Sujata Suchanti as Director		
6. Re-appointment of Mr Sushil Kumar Mor as an Independent Director for a period of 5 years w.e.f. 5th August, 2015		
7. Approval of Related Party Transactions		

Signature this day of 2015

 Signature of shareholder

Affix Revenue Stamp

 Signature of first Proxy holder

 Signature of second Proxy holder

 Signature of third Proxy holder

Note : (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (2) A Proxy need not be a member of the Company. (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate. (5) Appointing a proxy does not prevent a members from attending the meeting in person if he so wishes. (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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CIN : L74140WB1983PLC036495

ANNEXURE TO THE NOTICE DATED 26TH MAY, 2015 OF THE 31ST ANNUAL GENERAL MEETING TO BE HELD ON 5TH AUGUST, 2015

1. Name and Registered :
Address of Sole/First
Named Shareholder

2. Name of the Joint :
Shareholder(s), if any

3. Registered Folio No./ :
DP ID No. & Client ID No.

4. Number of Share(s) held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended and Clause 35-B of the listing agreement, the Company is pleased to offer E-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Wednesday, 5th August, 2015 at 10:30 am at Gyan Manch, 11 Pretoria Street, Kolkata 700 071, and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
101929		

The E-voting facility will be available during the following voting period:

Commencing Period of E-Voting	End of E-Voting
2nd August, 2015 at 9:00 A.M. (IST)	4th August, 2015 at 5:00 P.M. (IST)

Please read the instructions given at Note No. 2 of the Notice of the Annual General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 26th May, 2015 for the Annual General Meeting to be held on 5th August, 2015.

Date: 1st July, 2015
Place: Kolkata

By Order of the Board
Niren Suchanti
Chairman & Managing Director

Encl: AGM Notice/Attendance Slip/ Proxy Form

