

Board of Directors

Dr Niren Suchanti, Chairman and Managing Director

Navin Suchanti

Ajit Khandelwal

Sushil Kumar Mor

Bankers

Axis Bank Ltd

State Bank of India

Allahabad Bank

Auditors

Singhi & Co.,

Chartered Accountants

1B Old Post Office Street

Kolkata 700 001

Chief Financial Officer**& Compliance Officer**

CA B G Pasari

Registered Office

Pressman House

10A Lee Road

Kolkata 700 020

Phone: (033) 40310810/11

Fax: (033) 40310813

Email: ir@pressmanindia.com

CIN: L74140WB1983PLC036495

Registrar & Share Transfer Agent

Niche Technologies Private Limited

D-511, Bagree Market, 71, B R B Basu Road

Kolkata 700 001

Phone : 2235-7270/7271/3070

Email: nichetechpl@nichetechpl.com

Investor Information Website

www.pressmanadvertising.in

DIRECTORS' REPORT

Your Directors present their Thirtieth Annual Report together with the audited accounts for the year ended 31st March, 2014.

Financial Results

The financial results are summarized below :

	(₹ in lacs)	
Particulars	Current Year	Previous Year
Income from operations and other income	3898.55	4483.29
Profit after depreciation and before tax	595.12	573.39
Tax Expenses :		
Current Tax	120.00	115.00
MAT Credit Entitlement	(119.07)	(166.95)
Deferred Tax	(57.64)	(5.00)
Income Tax for earlier years	–	1.57
Total	(56.71)	(55.38)
Net Profit	651.83	628.77
Add: Balance Brought forward from last year	648.97	289.99
	1300.80	918.76
Less: Appropriations		
Proposed Dividend	234.83	187.86
Dividend Distribution Tax	39.91	31.93
Transfer to General Reserve	50.00	50.00
Balance Carried forward	976.06	648.97
	1300.80	918.76

Performance

The company posted a turnover of ₹ 3898.55 lacs. After expenses, depreciation and tax, the profit stood at ₹ 651.83 lacs.

Dividend

Your Directors are pleased to recommend a dividend of 50% (₹ 1 per equity share of ₹ 2) for the year 2013-2014. The dividend will amount to ₹ 274.74 lacs inclusive of dividend distribution tax of ₹ 39.91 lacs.

Future Prospects

The company is constantly taking steps to increase its topline and bottomline. With the future of Indian economy now looking robust, it is expected that the current year will see better performance by the company.

Digital media is becoming extremely powerful in the communications space. The corporate and brand managers are today increasingly relying on channels like web sites, online portals, social networking sites and mobile platforms

to influence decisions. Your company is also laying greater emphasis in strengthening its expertise and domain knowledge in the digital space. It has already become **a Google partner and has three certified Google professionals on its rolls**. This will help your company to provide strong support to its customers on digital platforms.

The company is also planning to set up an independent digital film making and editing studio. This will give the company capabilities of filming, recording and editing various types of film and video production.

Corporate Governance

Your company has complied with the Corporate Governance code in terms of mandatory recommendations of Securities and Exchange Board of India and in pursuance of Clause 49 of the Listing Agreement. A report on the Corporate Governance and the Auditors' Certificate thereon are annexed to this Report.

Directors' Responsibility Statement

As stipulated in Section 134(3) (c) of the Companies Act, 2013, your Directors subscribe to the Directors' Responsibility Statement and confirm as under :

- that in the preparation of the annual accounts, the applicable accounting standards have been followed ;
- that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit for the period.
- that the Directors have taken proper and sufficient care of maintenance of adequate accounting records in accordance with provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts on a going concern basis.
- that internal financial control has been laid down by the Company and as such internal financial control are adequate and were operating effectively.
- that directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Fixed Deposits

The company has not accepted or renewed any deposits during the year.

Directors

Mr Ajit Khandelwal retires by rotation and being eligible offers himself for re-appointment.

Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

The operations of your company do not require energy consumption of any significant level. The company does not use any imported technology. Therefore, information regarding conservation of energy and technology absorption as required under Rule 2 of the Companies Act, 1956 (Disclosure of Particulars in the Report of Board of Directors Rules, 1988) is not annexed.

Foreign Exchange Earnings : ₹ 51.84 lacs

Foreign Exchange Outgo : ₹ 5.74 lacs

Listing

The shares of the company are listed on BSE, NSE, DSE and Calcutta Stock Exchange. Listing fees for the year 2013 -2014 have been paid to all the stock exchanges. The Company has applied to Calcutta Stock Exchange and Delhi Stock Exchange for delisting of its shares.

Auditors

M/s Singhi & Co. (Firm Registration No 302049E), the retiring Auditors have expressed their desire to seek re-appointment at the ensuing Annual General Meeting.

Compliance certificate

In pursuance of section 383A of the Companies Act, 1956, the company has taken the compliance certificate from a practicing company secretary and the same is annexed and form part of this annual report.

Acknowledgement

The Directors thank the shareholders and employees for their continued support.

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

For and on behalf of the Board

Dr Niren Suchanti

Date : 30th May, 2014 Chairman and Managing Director

Anand Khandelvia
Company Secretaries

7/1A Grant Lane, 2nd Floor
Room No.-206, Kolkata-700 012
Email: akkhandelvia@rediffmail.com
M: 9831123140

COMPLIANCE CERTIFICATE

Registration No: 21 – L74140WB1983PLC036495

Nominal Capital: ₹ 500,000,000

We have examined the registers, records, books and papers of **PRESSMAN ADVERTISING LIMITED** for the financial year ended on 31st March, 2014 as required to be maintained under the Companies Act, 1956 and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The company being limited company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was 25892 (Twenty five thousand eight hundred ninety two) excluding its present and past employees and the company during the year under, scrutiny.
4. The Board of Directors duly met 5 (five) times on 30th May, 2013, 5th July, 2013, 14th August, 2013, 12th November, 2013 and 13th February, 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company had closed its Register of Members on and from Friday, 13th September, 2013 to Saturday, 21st September, 2013.
6. The Annual general meeting for the financial year ended on 31st March, 2013 was held on 21st September, 2013 after giving due notice to the members and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extraordinary General meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred in section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act, 1956.
10. The company has made necessary entries, if required, in the register maintained under section 301 of the Act.
11. As there was no instance falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government as the case may be.
12. The company has issued duplicate share-certificates of 260 equity shares during the financial year.
13. The Company has:
 - i) made allotment of 10,352,113 Equity Shares consequent to merger, transferred 45,643 equity shares and transmitted 9,200 equity shares during the financial year.
 - ii) paid dividend to the members of the Company approved by the members at the AGM held on 21.09.2013 declared by the Board on 14.08.2013 @ 40% (₹ 0.80 per equity shares of ₹ 2) on 23,482,843 equity shares amounting to ₹ 187.86 lacs for the financial year 2012-2013.
 - iii) duly complied with the requirement of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. An additional director was appointed during the financial year.
15. The company has appointed Managing Director during the year.
16. The company has not appointed any sole-selling agents during the financial year.
17. The company is not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The company has issued 10,352,113 equity shares of ₹ 2 each, consequent to merger during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.

22. There was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposit including any unsecured loans falling within the purview of section 58A during the financial year.
24. The Company has not borrowed any money from directors, members, public, financial institutions, banks and others during the financial year is/are within the borrowing limit of the company.
25. The Company has not made any loans/advances or given guarantee or provided securities to other body corporates and consequently no entries has been made in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provision of the memorandum with respect to share capital of the company during the year under scrutiny .
30. The company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

ANNEXURE – A**Registers as maintained by the Company**

1. Register of Members u/s.	150
2. Index of Member u/s.	151
3. Directors Minute Book u/s.	193
4. Shareholders Minute Book u/s.	193
5. Register of Contracts Part I u/s.	301
6. Register of Contracts Part II u/s.	301
7. Register of Directors u/s.	303
8. Register of Directors' Shareholding u/s.	307
9. Register of Charges u/s.	143
10. Register of Transfer	
11. Register of Allotment	

ANNEXURE – B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2014.

1. Form 21 filed on 03.07.2013
2. Return of Allotment u/s 75 filed on 05.07.2013
3. Form 32 filed on 05.07.2013
4. Form 1A filed on 08.07.2013
5. Form 23 filed on 10.07.2013
6. Form 32 filed on 11.07.2013
7. Form 23 filed on 24.07.2013
8. Compliance Certificate filed u/s 383A on 23.09.2013
9. Form 23 filed on 25.09.2013
10. Form 32 filed on 25.09.2013
11. Form 23B filed on 03.10.2013
12. Balance Sheet u/s 220 filed on 16.10.2013
13. Annual Return u/s 159 filed on 07.11.2013

Place: Kolkata.
Date : 30th May, 2014

Anand Khandelia
C.P. No 5841

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the management discussion and analysis report on the business of the company.

Indian Economy:

Indian purchasing power has improved significantly since the turn of the millennium. According to McKinsey Global Industry (MGI), the country's consumer market are projected to increase exponentially during 2005-2025 and in this period, the total consumption in India is expected to grow four-fold making it to world's fifth largest consumer market by 2025. MGI expecting India's real Gross Domestic Product (GDP) to increase at 7.3% p.a. through to 2025.

Industry Structure & Development:

The Indian government is showing constant support to advertising and marketing industry. The advertising expenditure is expected to grow in the financial sector backed by RBI policies that are leading to a more congenial business environment, proposed licences for new business and better market sentiments which are helping the IPO market.

The biggest beneficiary of advertising spend in 2014 will be digital advertising which is expected to grow by 35% over ₹ 3042 crore spent in 2013 as per a report. The report further states that TV advertising will also see a growth of 12.8% in 2014 with print projecting 8% growth as compared to 4% in 2013.

Business Overview:

The company's business comprises of four major services, namely Advertising, Public Relations, Design and Digital. The business is carried out through a network of offices located in Kolkata, Mumbai, Delhi, Bangalore, Chennai, Hyderabad, Bhubaneswar, Nagpur, Siliguri and Patna.

The business is focused in two major verticals namely, Financial and Government/PSU.

Performance Overview:

The company posted a turnover of ₹ 3898.55 lacs and PAT of ₹ 651.83 lacs during the year.

The business revenues are derived from a mix of advertising, public relations, design and digital services.

Opportunities & Threats:

Opportunities: The business of the company is well established with services being provided to a large number of blue chip clients. With the growing importance of communication in business, the company can look forward to good opportunities for growth.

Threats: The company's business is in a highly competitive sector with a large number of players ranging from giant multinationals to small local players. This has led to intense competition and severe erosion in margins. However, with its strategy of pursuing multiple drivers of growth and a strong focus on customer satisfaction, it should be able to tackle the challenges.

Risks and Concerns:

Rising overheads and increased operational costs pose a significant challenge. However, due to its niche position in several areas of business, the Company is able to limit the pressures of increase in costs.

Adequacy of internal controls:

The Company, through internal controls, aims at achieving operational efficiency and optimum resource utilization. The Company ensures strict compliance with all the applicable laws and regulations. A qualified and independent Audit Committee of the Board, comprising non executive directors, reviews the compliance process and adequacy of internal controls.

Human Resources:

The Company has a team of experienced professionals and believes that it will achieve substantial and diversified growth in the coming years.

Disclaimer:

Certain statements made in this report relating to the Company's objectives, projections, outlook, estimates, etc. may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such estimates or projections etc., whether expressed or implied. Several factors including but not limited to economic conditions affecting demand and supply, government regulations and taxation, input prices, exchange rate fluctuation, etc., over which the Company does not have any direct control, could make a significant difference to the Company's operations. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on any forward looking statements. The MD&A should be read in conjunction with the Company's financial statements included herein and the notes thereto.

REPORT ON CORPORATE GOVERNANCE

I. Company's philosophy on Code of Governance

The Company always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as :

- Fair and transparent business practices
- Effective management control by Board
- Adequate representation of promoter, executive and independent directors on the Board
- Accountability for performance
- Monitoring of executive performance by the Board

- Compliance of laws and regulations
- Transparent and timely disclosure of financial and management information.

II. Board of Directors

As on 31st March, 2014, the Board comprises of Executive Chairman, two non-executive Independent Directors and a non-executive Director.

The Board met five times during the financial year on 30th May, 2013, 5th July, 2013, 14th August, 2013, 12th November, 2013 and 13th February, 2014.

Details and other particulars of Directors are given below :

Name	Designation	Category	Equity shareholding in the Company
Dr Niren Suchanti**	Chairman & Managing Director	Executive	2699892
Mr Navin Suchanti**	Director	Non-Executive	2685198
Mr R L Sureka*	Director	Non-Executive Independent Director	Nil
Mr Ajit Khandelwal	Director	Non-Executive Independent Director	Nil
Mr Sushil Kumar Mor	Director	Non-Executive Independent Director	Nil
Mr Alok Kumar Jaipuria*	Director	Non-Executive Independent Director	Nil

* Resigned on 5th July, 2013 ** Appointed on 5th July, 2013

Note: Dr Niren Suchanti and Mr Navin Suchanti are related to each other.

Details of attendance of Directors at board meetings during the financial year and at the Company's Twenty-ninth Annual General Meeting together with the number of other directorships and committee memberships held by them are as follows:

Details of Directors' attendance and other particulars are given below

Director	No of Board Meeting held	No of Board Meeting	Last AGM Attendance	No of membership in Boards of other Public Companies	No of Committee memberships in other Public Companies***
Dr Niren Suchanti**	5	3	No	4	Nil
Mr Navin Suchanti**	5	3	Yes	4	2
Mr R L Sureka*	5	2	No	2	Nil
Mr Ajit Khandelwal	5	5	Yes	5	Nil
Mr Sushil Kumar Mor	5	5	Yes	Nil	Nil
Mr Alok Kumar Jaipuria*	5	2	No	Nil	Nil

* Resigned on 5th July, 2013 ** Appointed on 5th July, 2013

***Chairmanship/ Membership Audit Committee and Investor Grievance Committee in Public Companies

Details of Director seeking reappointment

Brief resume of the director being re-appointed, nature of his expertise in specific functional areas and names of companies in which he holds directorships and shareholding is furnished hereunder:

Name	Mr Ajit Khandelwal
Date of Birth	10.11.1957
Date of appointment	21.02.2007
Qualification	B.Com (Hons)

Expertise in specific functional area	More than 35 years experience in stock broking, investment advisory, financial consultancy, merchant banking and equity research.
Directorships held in other Public Companies (excluding foreign companies and section 25 Companies)	5
Membership/Chairmanship of Committee of other Public Companies (included only Audit Committee and shareholders/Investors Grievance Committee)	Nil
No of shares held in the Company	Nil

III. Audit Committee

Composition, Meetings and Attendance

During the financial year 2013-2014, four meetings of the committee were held on 30th May, 2013, 14th August, 2013, 12th November, 2013 and 13th February, 2014. The time gap between two meetings was less than four months.

Members	Meetings held	Meetings attended
Mr Ajit Khandelwal	4	4
Mr Navin Suchanti**	4	3
Mr Alok Jaipuria*	4	1
Mr R L Sureka*	4	1
Mr Sushil Kumar Mor	4	4

* Resigned on 5th July, 2013

** Appointed on 5th July, 2013

The Managing Director and Chief Financial Officer are invitees to the meeting of Audit Committee.

Terms of Reference

The terms of reference of the audit committee are in accordance with those specified in Clause 49 of the listing agreement and Section 177 of the Companies Act, 2013.

Subsidiary Companies

The Company has no subsidiary.

IV. Remuneration to Non-Executive Directors

The non-executive Directors are remunerated ₹ 2500 by way of fees for attending each Board and Committee Meetings.

V. Investors' Grievance Committee

Composition, Meetings & Attendance

During the financial year 2013-2014, two meetings of the committee were held on 12th November, 2013 and 13th February, 2014.

Members	Meetings held	Meetings attended
Mr Ajit Khandelwal	2	2
Mr Navin Suchanti**	2	2
Mr Alok Jaipuria*	--	--
Mr R L Sureka*	--	--
Mr Sushil Kumar Mor**	2	2

* Resigned on 5th July, 2013

** Appointed on 5th July, 2013

Chief Financial Officer is an invitee to the Committee.

Terms of Reference

The Committee monitors the Company's response to investor complaints. It has also been authorised to approve the issue of duplicate share certificates in lieu of those lost or destroyed.

In accordance with the provisions of Clause 49IV(G) (iv) of the listing agreement, the power to approve transfer, transmissions, etc., of shares in the physical form has been delegated to a committee of executives.

VI. Shareholders Meetings

Details of last three Annual General Meeting :

Year	Date	Venue	Time
2010-11	17.09.2011	Rotary Sadan 94/2 J L Nehru Road Kolkata 700 020	10:30 am
2011-12	24.09.2012	Rotary Sadan 94/2 J L Nehru Road Kolkata 700 020	10:30 am
2012-13	21.09.2013	Rotary Sadan 94/2 J L Nehru Road Kolkata 700 020	10:30 am

The details of special resolutions passed during the last three years are given below :

1	17.09.2011	AGM	Nil
2	24.09.2012	AGM	Nil
3	19.01.2013	EGM	Approval of draft Scheme of Amalgamation under supervision of Hon'ble High Court at Calcutta
4	21.09.2013	AGM	Appointment of Dr Niren Suchanti as Chairman and Managing Director

No special resolution was put through postal ballot last year.

VII. General Disclosure

- There were no material and significant related party transactions, with its promoters, the directors or the management or relatives, etc, that may have potential conflict with the interests of the Company at large. Transactions with the related parties have been disclosed in Note No. 27 to the Accounts in the Annual Report.
- No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during

the last three years. There were no instances of non-compliance by the Company.

- iii. The Company has an established whistle blower policy.
- iv. The Company has complied with the mandatory requirement of clause 49 of the Listing Agreement.

Non-mandatory Requirements

i. The Board

Your company maintains a separate office for the Chairman and Managing Director. All necessary infrastructure and assistance is made available to enable him to discharge his responsibility effectively. The tenure of independent directors is in accordance with the extant regulations.

ii. Shareholders Rights

Quarterly financial results including summary of the significant events are uploaded in the investor information website of the company. These are not sent individually to shareholders.

iii. Audit qualifications

There is no audit qualification. Every endeavour is made to ensure that there are no qualifications in the financial statements.

iv. Training of Board Members

The board members are persons of high professional standing and extensive business experience and are competent to discharge their duties.

v. Mechanism for evaluating non-executive Board Members

There is no policy framed for evaluation of non-executive Directors.

VIII. Means of Communication

The quarterly results were published during the year under review in Business Standard and Dainik Statesman in Kolkata edition. The quarterly results are displayed on www.pressmanadvertising.in and on website of BSE / NSE. The financial results of the Company were officially released in accordance with the following schedule:

SI No	Nature of Communication	Media used for Publication	Dates of Publication	Forwarded/to be forwarded to Stock Exchanges on
1.	Quarterly Unaudited Financial Statements (First Quarter 2013-2014)	Newspapers www.pressmanadvertising.in	15th August, 2013	14th August, 2013
2.	Annual Audited Financial Statements (merged) 2012-2013	Newspapers www.pressmanadvertising.in	15th August, 2013	14th August, 2013
3.	Half-yearly Unaudited Financial Statements (Second Quarter 2013-2014)	Newspapers www.pressmanadvertising.in	13th November, 2013	12th November, 2013
4.	Quarterly Unaudited Financial Statements (Third Quarter 2013-2014)	Newspapers www.pressmanadvertising.in	14th February, 2014	13th February, 2014
5.	Annual Audited Financial Statements 2013-2014	Newspapers www.pressmanadvertising.in	31st May, 2014	30th May, 2014

The Management Discussion and Analysis in respect of the Financial Year forms part of the Directors' Report.

IX. General Shareholder Information

a. Annual General Meeting :

The Thirtieth Annual General Meeting will be held on Friday, 5th September, 2014 at Gyan Manch, 11 Pretoria Street, Kolkata-700 071 at 10:30 a.m.

b. The tentative Financial Calendar is as follows :

Results for quarter ending June 30, 2014	Within 14th August, 2014
Results for quarter ending September 30, 2014	Within 14th November, 2014
Results for quarter ending December 31, 2014	Within 14th February, 2015
Results for quarter ending March 31, 2015	Within 30th May, 2015
AGM for the year ending March 31, 2015	By end of September, 2015

c. Register of Shareholders

The Register of Shareholders will remain closed from Friday, 29th August 2014 to Friday, 5th September, 2014 (both days inclusive).

d. Payment of Dividend

Dividend warrants in respect of dividend for the financial year 2013-2014, if declared at the Thirtieth Annual General Meeting, will be despatched by 29th September, 2014 to those shareholders whose names will appear on the register of shareholders of the Company as at the close of business on 29th August, 2014.

e. Listing of Shares on Stock Exchanges

The Stock Exchanges with their respective Stock Codes are as follows :

Name of the Stock Exchange	Stock Code
BSE Ltd	509077
National Stock Exchange of India Ltd	PRESSMN
Delhi Stock Exchange Ltd	4625
The Calcutta Stock Exchange Ltd	26445