

# PRESSMAN

Advertising | Public Relations | Design | Digital

## **Corporate Information**

### **Board of Directors**

Dr Niren Suchanti, Chairman and Managing Director  
Mr Navin Suchanti  
Ms Sujata Suchanti  
Mr Ajit Khandelwal  
Mr Sushil Kumar Mor

### **Bankers**

Axis Bank Ltd  
State Bank of India  
Allahabad Bank

### **Auditors**

Singhi & Co.,  
Chartered Accountants  
(Firm Registration No. 302049E)  
1B Old Post Office Street  
Kolkata 700 001

### **Chief Financial Officer**

CA B G Pasari

### **Registered Office**

Pressman House  
10A Lee Road  
Kolkata 700 020  
Phone: (033) 40310810/11  
Email: [ir@pressmanindia.com](mailto: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: (033) 2235-7270/7271/3070  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

### **Investor Information Website**

[www.pressmanadvertising.in](http://www.pressmanadvertising.in)

## Directors' Report

Your Directors present their Thirty-first Annual Report together with the audited accounts for the year ended 31st March, 2015.

### Financial Highlights

The financial results are summarized below :

₹ in lacs

Particulars	Current Year	Previous Year
Revenue from operations and other income	4132.35	3898.55
Operating Profit	581.93	403.74
Depreciation	10.62	14.72
Profit after depreciation and before tax	571.31	389.02
Exceptional items	–	206.10
Profit before tax	571.31	595.12
Tax Expense :		
Current Tax	127.00	120.00
MAT Credit Entitlement	-	(119.07)
Deferred Tax charge/(credit)	47.35	(57.64)
	174.35	(56.71)
Net Profit	396.96	651.83
Add : Balance Brought forward from last year	976.06	648.97
Less : Adjustment on account of Schedule II of Companies Act, 2013	6.17	-
	1366.85	1300.80
<b>Appropriation</b>		
Proposed Dividend	258.31	234.83
Dividend Distribution Tax	52.59	39.91
Transfer to General Reserve	50.00	50.00
Balance Carried forward	1005.95	976.06
	1366.85	1300.80

### PERFORMANCE

The company posted a turnover of ₹ 4132.35 lacs against previous year turnover of ₹ 3898.55 lacs registering a marginal growth of 6%. The operating profit however, grew sharply by 44% to ₹ 581.93 lacs from ₹ 403.74 lacs in the previous year.

### Dividend

Your Directors are pleased to recommend a dividend of 55% (₹ 1.10 per equity share of ₹ 2) for the year 2014-2015 amounting to ₹ 310.90 lacs inclusive of dividend distribution tax of ₹ 52.59 lacs.

### Future Prospects

The Indian business and economic scenario is poised for

accelerated growth in the coming years and your company is well positioned to take advantage of this growth.

The Company's focus on digital media will ensure faster growth. The operational results in the first two months of the current fiscal year has seen excellent growth both in terms of revenue and profits and the Directors are confident that this trend will continue.

### Directors' Responsibility Statement

As stipulated in Section 134(5) 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 Navin Suchanti (DIN: 00273663) retires by rotation and being eligible offers himself for re-appointment.

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 requisite deposit proposing the name of Ms Sujata Suchanti to be elected as a Director of the company.

Mr Sushil Kumar Mor (DIN: 00274066) retires and being eligible for re-appointment and is being appointed as an Independent Director for a period of 5 years w.e.f. 5.8.2015 at the ensuing Annual General Meeting, not liable to retire by rotation.

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

Mr Sushil Kumar Mor has given 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.

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

The operation 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 under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is not annexed.

Foreign Exchange Earnings : ₹ 14.92 lacs

Foreign Exchange Outgo : ₹ 6.69 lacs

### Listing Requisites

The shares of the company are listed on BSE, NSE and Calcutta Stock Exchange. Listing fees for the year 2015 -2016 have been paid to all the Stock Exchanges.

### Number of Board meetings held

The Board of Directors duly met five times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows :

28th April, 2014, 30th May, 2014, 12th August, 2014, 14th November, 2014 and 13th February, 2015.

### 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.

### Secretarial Audit

In pursuance of Section 204 of the Companies Act, 2013, a practicing company secretary has submitted the Secretarial Audit Report for the year ended 31st March, 2015 and the same is annexed and form part of this annual report.

### Corporate Social Responsibility

The Company has constituted Corporate Social Responsibility Committee(CSR) comprising of the following Directors: Dr Niren Suchanti, Chairman and Managing Director, Mr Navin Suchanti, Mr Ajit Khandelwal and Mr Sushil Kumar Mor, Members.

The CSR Committee has formulated the Corporate Social Responsibility Policy to accept the various activities to be

undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the related activities thereto in and around areas across the states where it operates.

The various option are under active consideration of the Committee and shall undertake the expenditure after finalisation of the programme where the money should be spent. The expenditure required to be spent is ₹ 11.33 lacs in terms of requirement of Companies Act, 2013 and is being carried forward to be spent in the current year.

### 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.

### Vigil Mechanism

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.pressmanadvertising.in](http://www.pressmanadvertising.in) under investors information.

### Related Party transactions

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 are enclosed.

### Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed with this Report.

### Particulars of Loans, Guarantees or Investments

There are no loans, guarantees, or investments made by the Company covered under the provision of Section 186 of the Companies Act, 2013.

### Remuneration ratio of the Directors/Key Managerial Personnel (KMP)/Employees

The information required to Section 197 read with rule 5 of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Directors/Key Managerial Personnel is furnished hereunder:

SI No	Name	Designation	Remuneration paid FY 2014-15 (₹ in lacs)	Remuneration paid FY 2013-14 (₹ in lacs)	Increase/(decrease) in remuneration from previous year (₹ in lacs)	Ratio per Median of employee remuneration
1	Dr Niren Suchanti	Managing Director	19.41	29.47	(10.06)	3.71
2	Mr B G Pasari	Chief Financial Officer	16.06	13.86	2.20	3.07

### Development and Implementation of a Risk Management Policy

The policy of the Company on risk management is provided in this Annual report in Management Discussion and Analysis Report.

### Acknowledgement

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

By Order of the Board

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

Dr Niren Suchanti  
Chairman & Managing Director

## Form No AOC-2

(Pursuant to clause(h) of sub-section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso is given below:

#### 1. Details of contracts or arrangements or transaction not at arm's length basis

There are no contracts or arrangements or transaction not at arm's length basis.

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

(₹ in lacs)

a. Name of the related party and nature of relationship	b. Nature of contracts or arrangement or transactions at arm's length basis	c. Duration of the contracts/ arrangements/ transaction	d. Salient terms of the contracts or arrangements or transactions including the value, if any	e. Date of approval by the Board, if any	f. Amount paid as advances, if any
Dr Niren Suchanti Chairman & Managing Director	Salary and perquisites	From 05.07.2013 to 04.07.2018	19.41 per annum	05.07.2013	Nil
Pressman Properties Ltd	Rent for office space Cost of Advertising	Perpetual	14.85 per annum 0.49 per annum	01.04.2012	Nil
Pressman Realty Ltd	Rent for office space Cost of Advertising	Perpetual	41.46 per annum 0.39 per annum	01.04.2012	Nil
Prima Communications Ltd	Cost of Advertising	As per requirement	As per publication rate	01.04.2012	Nil
Sinclair's Hotels Ltd	Press release/notifications in news papers, magazines, digital advertising and all types of advertising and design services	As per requirement	As per publication rate	01.04.2012	Nil
Mr Navin Suchanti Director	Sitting Fee (Board and Committee meetings)		0.27 per annum	14.08.2013	Nil
Mr B G Pasari Chief Financial Officer	Salary and perquisites	Professional	16.06 per annum	05.07.2013	Nil

**EXTRACT OF ANNUAL RETURN**

Financial year ended on 31st March, 2015

Form MGT 9

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<b>I. REGISTRATION DETAILS</b>		
i)	CIN	L74140WB1983PLC036495
ii)	Registration Date	04-07-1983
iii)	Name of the Company	PRESSMAN ADVERTISING LTD
iv)	Category/sub category of the Company	Non-Govt Indian Company having Share capital
v)	Address of the Registered office and contact details	Pressman House, 10A Lee Road Kolkata 700 020 Ph : 033-40310810 Fax:033-40310813
vi)	Whether listed Company	Yes (Listed in NSE, BSE & CSE)
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt Ltd D-511 Bagree Market, 71 B R B Basu Road, Kolkata 700001 Ph : 033-2235 7270 Fax: 033-2215 6823 e:nichetechpl@nicetechpl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

SI No	Name and Description of	NIC Code of the product/service main products/services	% of total turnover of the Company
1	Advertising, PR and allied services	74300	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SI No	Name and Address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1	Nil	Nil	Nil	Nil	Nil

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share holding**

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual	15729808	Nil	15729808	66.98	14020185	Nil	14020185	59.70	(7.28)
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp	1867122	Nil	1867122	7.95	1576745	Nil	1576745	6.71	(1.24)
e) Banks/FI any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (1) :</b>	17596930	Nil	17596930	74.93	15596930	Nil	15596930	66.41	(8.52)

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>2) Foreign</b>									
a) NRI-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total shareholding of promoter (A) = (A)(1) + (A)(2)</b>	17596930	Nil	17596930	74.93	15596930	Nil	15596930	66.41	(8.52)
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual funds	Nil	8800	8800	0.04	Nil	8800	8800	0.04	Nil
b) Banks/FI	440	926	1366	0.01	440	926	1366	0.01	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Co.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Funds others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total(B)(1)</b>	440	9726	10166	0.05	440	9726	10166	0.05	Nil
<b>2 Non Institutions</b>									
a) Bodies Corp									
i) Indian	326389	57179	383568	1.64	2276404	56901	2333305	9.95	8.31
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individuals shareholders holding nominal share capital upto ₹ 1 lakh	2434655	2549153	4983808	21.22	2692335	2493698	5186033	22.08	0.86

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
ii) Individual shareholders holding nominal excess of ₹ 1 lakh	267659	Nil	267659	1.14	126000	Nil	126000	0.53	(0.61)
c) Others (specify)									
NRI/OCBs	17949	86497	104446	0.44	70417	88797	159214	0.68	0.24
Trust	Nil	188	188	0.00	Nil	188	188	0.00	0.00
Clearing Mem	136078	Nil	136078	0.58	71007	Nil	71007	0.30	(0.28)
<b>Sub-total(B)(2):</b>	<b>3182730</b>	<b>2693017</b>	<b>5875747</b>	<b>25.02</b>	<b>5236163</b>	<b>2639584</b>	<b>7875747</b>	<b>33.54</b>	<b>8.52</b>
<b>Total Public shareholding (B)=(B)(1) + (B)(2)</b>	<b>3183170</b>	<b>2702743</b>	<b>5885913</b>	<b>25.07</b>	<b>5236603</b>	<b>2649310</b>	<b>7885913</b>	<b>33.59</b>	<b>8.52</b>
<b>C. Shares held by Custodian for GDRS &amp; ADRS</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Grand Total (A+B+C)</b>	<b>20780100</b>	<b>2702743</b>	<b>23482843</b>	<b>100.00</b>	<b>20833533</b>	<b>2649310</b>	<b>23482843</b>	<b>100.00</b>	<b>Nil</b>

## ii) Shareholding of Promoters

Sl No.	Shareholder's name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the Company	% of Shares pledged/en cumbered to total shares	No of shares	% of total shares of the Company	% of Shares pledged/en cumbered to total shares	
1	Dr. Niren Suchanti	5312216	22.62	Nil	5312216	22.62	Nil	Nil
2	Navin Suchanti	5060902	21.55	Nil	5060902	21.55	Nil	Nil
3	Sujata Suchanti	2556338	10.89	Nil	1706338	7.26	Nil	(3.63)
4	Pramina Suchanti	2800352	11.92	Nil	1940729	8.26	Nil	(3.66)
5	Pressman Properties Ltd	914901	3.90	Nil	914901	3.90	Nil	Nil
6	Prima Communications Ltd	290377	1.23	Nil	Nil	Nil	Nil	(1.23)
7	Pressman Realty Ltd	661844	2.82	Nil	661844	2.82	Nil	Nil
	<b>Total</b>	<b>17596930</b>	<b>74.93</b>	<b>Nil</b>	<b>15596930</b>	<b>66.41</b>	<b>Nil</b>	<b>(8.52)</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	At the beginning of the year	17596930	74.93	17596930	74.93
2.	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g allotment/transfer/bonus/ sweat equity etc)				
	28.01.2015	(290377) (Market Sale)	(1.23)	17306553	73.70
	28.01.2015	290377 (Market Purchase)	1.23	17596930	74.93
	04.02.2015	(2000000) (Market Sale)	(4.26)	15596930	66.41
3.	At the end of the year	15596930	66.41	15596930	66.41

**iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRS and ADRS)**

SI No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Apurva Goenka	134455	0.57	0	0
2	Ashika Stock Broking Ltd	80070	0.34	0	0
3	Babulal Parashar	78236	0.33	0	0
4	Maple Hotels and Resorts Pvt Ltd	65500	0.28	0	0
5	Pawan Kumar Goenka	54968	0.23	0	0
6	Swastika Investmart Ltd	54890	0.23	52730	0.22
7	Williamson Financial Services Limited	47000	0.20	47000	0.20
8	Anita Chowdhary	41764	0.18	-	-
9	SDI Investments Ltd	40000	0.17	40000	0.17
10	Dilnavaz Mahraboon Irani	38053	0.16	-	-
11	Warren Tea Ltd	-	-	2000000	8.51
12	Aditi Prasoon Bhatt	-	-	126000	0.54
13	Rajesh Kumar	-	-	44000	0.18
14	Chandrashekar Maruti Gaonkar	-	-	40829	0.17
15	Sulaja Chandrashekar Gaonkar	-	-	40150	0.17
16	Ajaykumar Bhaskar Patil	-	-	39000	0.17
17	Uday Ramesh Shah	-	-	36000	0.15

**v) Shareholding of Directors and Key Managerial Personnel**

SI No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Dr Niren Suchanti Chairman & Managing Director At the beginning of the year At the end of the year	5312216 5312216	22.62 22.62	5312216 5312216	22.62 22.62
2	Ms Sujata Suchanti Director At the beginning of the year Date wise increase/decrease: 28.01.2015  04.02.2015  At the end of the year	2556338  150000 (Market Purchase) (1000000) (Market Sale) 1706338	10.89  0.63 (4.26) 7.26	2556338  2706338 1706338 1706338	10.89  11.52 7.26 7.26
3	Navin Suchanti Director At the beginning of the year At the end of the year	5060902 5060902	21.55 21.55	5060902 5060902	21.55 21.55
4	Ajit Khandelwal Director At the beginning of the year At the end of the year	Nil Nil	Nil Nil	Nil Nil	Nil Nil
5	Mr Sushil Kumar Mor At the beginning of the year At the end of the year	Nil Nil	Nil Nil	Nil Nil	Nil Nil
6	Mr B G Pasari CFO & Compliance Officer At the beginning of the year At the end of the year	100 100	0.00 0.00	100 100	0.00 0.00

**V. INDEBTEDNESS**

The company had no debts at the beginning of the financial year, during the year and at the end of the financial year.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL**

A. Remuneration to Managing Director, Wholtime Directors and/or Manager :

(₹ in lacs)

SI No.	Particulars of Remuneration	Dr Niren Suchanti Chairman & Managing Director	Total Amount
1.	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) (c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	18.00 1.41 -	19.41
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	- -	- -
5.	Others, please specify	-	-
	Total (A)		19.41
Ceiling as per the Act	₹ 43.67 lacs (being 11% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)		