

PRESSMAN®

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Pressman Advertising Limited
Annual Report 2016-17

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Corporate Information

Board of Directors

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

Chief Financial Officer

CA B G Pasari

Company Secretary & Compliance Officer

CS Sangeeta Roy

Auditors

Singhi & Co.,
Chartered Accountants
(Firm Registration No. 302049E)
161 Sarat Bose Road
Kolkata 700 026

Bankers

Axis Bank Ltd
Allahabad Bank
State Bank of India
HDFC Bank Ltd

Registered Office

Pressman House
10A Lee Road
Kolkata 700 020
Phone (033) 40310810/11
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

Director's Report

Your Directors present their Thirty-third Annual Report together with the audited accounts for the year ended 31st March, 2017.

Financial Highlights

The financial results are summarized below :

₹ in lacs		
Particulars	Current Year	Previous Year
Income from operations and other income	5161.01	4732.85
Operating Profit	998.21	613.94
Depreciation	2.37	5.62
Profit before tax	995.84	608.32
Tax Expenses:		
Current Tax	318.00	200.00
Deferred Tax	3.48	0.97
Total	321.48	200.97
Net Profit after tax	674.36	407.35
Add: Balance brought forward from last year	1024.14	1005.95
	1698.50	1413.30

Performance

The company posted a turnover of ₹ 5161.01 lacs against previous year turnover of ₹ 4732.85 lacs registering a growth of 9.05%. The operating profit increased by 62.59% to ₹ 998.21 lacs from ₹ 613.94 lacs last year.

Dividend

Your Directors are pleased to recommend a dividend @65% (₹ 1.30 per equity share of ₹ 2 each) on 23,482,843 equity shares for the year 2016-2017 amounting to ₹ 367.42 lacs inclusive of dividend distribution tax of ₹ 62.15 lacs.

Future Prospects

The prospect of the current year is good. The company's focus on its digital business is yielding results. The company is constantly exploring opportunities for bottom line driven new business.

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 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

Ms Sujata Suchanti (DIN:00273832) retires by rotation pursuant to the provisions of Section 152 of the Act at the forthcoming AGM and is eligible for re-appointment.

Mr Navin Suchanti (DIN:00273663) retires by rotation pursuant to the provisions of Section 152 of the Act at the forthcoming AGM and is eligible for re-appointment.

Declaration by Independent Directors

A declaration by Independent Directors that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received from all the Independent Directors.

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 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 : ₹ 16.46 lacs

Foreign Exchange Outgo : ₹ 3.96 lacs

Listing Requisites

The shares of the company are listed on BSE, NSE and Calcutta Stock Exchange. Listing fees for the year 2016-2017 have been paid to all the Stock Exchanges.

Number of Board meetings held

The Board of Directors met five times during the financial year as follows:

30th May 2016, 12th July 2016, 12th August 2016, 12th November 2016 and 24th January 2017.

Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, the term of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company will conclude at the close of ensuing Annual General Meeting of the Company.

Subject to the approval of the Members and based on the recommendation of the Audit Committee of the Company, the Board of Directors of the company has recommended the appointment of M/s. Mookherjee, Biswas & Pathak (FRN: 301138E), Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of consecutive 5 years from the conclusion of the forthcoming Annual General Meeting till the conclusion of the 6th Annual General Meeting to be held in the year 2022, subject to ratification by shareholders at every Annual General Meeting, pursuant to Section 139 of the Companies Act, 2013.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a Board Evaluation Policy has been put in place.

The process of review of Non-Independent Directors and the Board as a whole and also its committees were undertaken in a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the management. At the meeting, the performance of the Chairman was reviewed taking into account the views of the Executive Directors and Non-Executive Directors and Independent Directors. The meeting also assessed the quality, quantity and timeliness of the flow of information required for the Board to perform its duties properly.

The Board of Directors separately evaluated the performance of each of the Independent Directors. The concerned Independent Director did not participate in the meeting.

The Directors have expressed their satisfaction with the evaluation process.

Based on the findings from the evaluation process, the Board will continue to review its procedures and effectiveness in the financial year ahead with a view to practicing the highest standards of corporate governance.

Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these Financial Statements relate and the date of this report.

Secretarial Audit

As per requirements of Section 204 of the Companies Act, 2013, Mr Arup Kumar Roy (practicing company secretary) has submitted the Secretarial Audit Report for the year ended 31st March, 2017 and the same is annexed and forms part of this annual report.

Corporate Social Responsibility

The Company carried out various CSR activities such as sponsorship of annual cost of studies of poor students, helping a School for the differently abled and contribution to an organisation which promotes welfare activities for the poor and needy. In addition, the company has trained and employed a differently abled girl in its creative department. A total amount of ₹ 34.33 lacs was spent on CSR activities.

Corporate Governance

In accordance with Regulations 34(3) of the Listing Regulations, the report on Corporate Governance along with the Auditor's Certificate is attached to this report.

Familiarization programme for independent directors

The details of training and familiarization program is uploaded on the website of the company <http://www.pressmanadvertising.in/download/Policy-Familiarisation-programme.pdf>

Policies

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website www.pressmanadvertising.in. The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

In additions to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows:

Name of Policy	Brief description	Web link
Vigil Mechanism	The company has adopted the vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. There has been no change to the said policy adopted by the Company during the year 2017.	http://www.pressmanadvertising.in/download/Vigil_Mechanism.pdf
Corporate Social Responsibility Policy	The Company has formulated Corporate Social Responsibility (CSR) policy in accordance with Section 135 and Schedule VII the Companies Act, 2013.	http://www.pressmanadvertising.in/download/Policy-CSR.pdf
Related Party Transaction Policy	This policy regulates all transactions between the Company and its related parties	http://www.pressmanadvertising.in/download/Policy-related-party-transactions.pdf
Insider Trading Policy	This policy provides the framework in dealing with securities of the Company in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.	http://www.pressmanadvertising.in/download/code-of-conduct-for-prohibition-of-insider-trading-pressman.pdf
Prevention of sexual harassment Policy	This Policy creates and maintains a secure work environment where its employees will work and pursue business together in an atmosphere free of harassment.	http://www.pressmanadvertising.in/download/Policy-SEXUAL-HARASSMENT.pdf

Nomination and Remuneration Policy

This policy formulated the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of director (executive/non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel and other employees.

Related Party transactions

Related party transactions that were entered during the financial year were at 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.

Deposit

During the year, the company did not accept any deposits from the public.

Subsidiary Companies

The Company has no subsidiary.

Remuneration ratio of the Directors/Key Managerial Personnel/Employees

The information required in terms of Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/Key Managerial Personnel is furnished hereunder:

(₹ in lacs)

Sl. No.	Name	Designation	Remuneration paid FY 2016-17	Remuneration paid FY 2015-16	Increase in Remuneration from previous year	Ratio per Median of employee remuneration
1	Mr. B G Pasari	Chief Financial Officer	17.94	17.94	-	3.22
2	Mr T K Banerjee*	Company Secretary	1.50	0.30	-	0.64
3	Ms Sangeeta Roy **	Company Secretary	1.88	-	-	0.58

* Resigned w.e.f 12th August, 2016.

** Appointed w.e.f 1st September, 2016

Development and Implementation of a Risk Management Policy

The policy on risk management is not applicable to the Company.

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 : 17th May, 2017

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 thereto.

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
Pressman Properties Ltd	Rent for office space Cost of Advertising	Perpetual	13.80 p.a. as per publication rate	01.04.2012	Nil
Pressman Realty Ltd	Rent for office space Cost of Advertising	Perpetual	37.80 p.a. as per publication rate	01.04.2012	Nil
Sinclair's Hotels Ltd	Press release/notifications in news papers, magazines, digital advertising and other 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	14.08.2013	Nil
Ms Sujata Suchanti Director	Sitting Fee (Board meetings)		0.125	26.03.2015	Nil
Mr B G Pasari Chief Financial Officer	Salary and Perquisites	Professional	17.94	05.07.2013	Nil
Mr T K Banerjee * Company Secretary	Salary	Professional	1.50	12.08.2016	Nil
Ms Sangeeta Roy ** Company Secretary	Salary	Professional	1.88	12.08.2016	Nil

* Resigned w.e.f 12th August, 2016. ** Appointed w.e.f 1st September, 2016

EXTRACT OF ANNUAL RETURN

Financial year ended on 31st March, 2017

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]

I. REGISTRATION DETAILS		
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 BSE, NSE & 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 main products/services	NIC Code of the product/service	% of total turnover of the Company
1	Advertising services, selling of space for advertisement in print media & public relations	7310	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
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	
A. Promoters									
(1) Indian									
a) Individual	14020185	Nil	14020185	59.70	11080581	Nil	11080581	47.18	-12.52
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	1576745	Nil	1576745	6.71	1576745	Nil	1576745	6.71	Nil
e) Banks/FI/any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1)	15596930	Nil	15596930	66.42	12657326	Nil	12657326	53.90	-12.52

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	
2) Foreign									
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/Fl	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of promoter (A)=(A)(1) + (A)(2)	15596930	Nil	15596930	66.41	12657326	Nil	12657326	53.90	-12.52
B. Public Shareholding									
1. Institutions									
a) Mutual funds	Nil	8800	8800	0.04	Nil	8800	8800	0.04	Nil
b) Banks/Fl	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
Sub-total(B)(1)	440	9726	10166	0.04	440	9726	10166	0.04	Nil
2 Non-Institutions									
a) Bodies Corp									
i) Indian	562460	53760	616220	2.62	1376349	53760	1430109	6.09	3.47
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 up to ₹ 1 lakh	4257431	2448415	6705846	28.55	5227070	2385040	7612110	32.42	3.87

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 share capital in excess of ₹ 1 lakh	200000	Nil	200000	0.85	355800	Nil	355800	1.51	0.66
c) Others (specify)									
NRI	115533	47797	163330	0.70	207915	46880	254795	1.08	0.38
OCBs	Nil	40000	40000	0.17	Nil	40000	40000	0.17	Nil
Trust	Nil	188	188	Nil	64	188	252	Nil	Nil
Clearing Mem	150163	Nil	150163	0.64	122285	Nil	1122285	4.78	4.14
Sub-total(B)(2):	5285587	2590160	7875747	33.54	8289483	2525868	10815351	46.06	12.52
Total Public shareholding (B)=(B)(1) + (B)(2)	5286027	2599886	7885913	33.58	8289923	2535594	10825517	46.10	12.52
C. Shares held by Custodian for GDRS & ADRS	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	20882957	2599886	23482843	100.00	20947249	2535594	23482843	100.00	Nil

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	5297714	22.56	Nil	-0.06
2	Navin Suchanti	5060902	21.55	Nil	4445800	18.93	Nil	-2.62
3	Sujata Suchanti	1706338	7.27	Nil	795353	3.38	Nil	-3.89
4	Pramina Suchanti	1940729	8.26	Nil	541714	2.31	Nil	-5.95
5	Pressman Properties Ltd	914901	3.90	Nil	914901	3.90	Nil	Nil
6	Pressman Realty Ltd	661844	2.82	Nil	661844	2.82	Nil	Nil
	Total	15596930	66.42	Nil	12657326	53.90	Nil	-12.52