

PRESSMAN®

Advertising | Public Relations | Digital | Design

Pressman Advertising Limited
Annual Report 2017-18

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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 Punam Singh

Auditors

Mookherjee Biswas & Pathak
Chartered Accountants
(Firm Registration No. 301138E)
5 & 6 Fancy Lane
Kolkata 700 001

Bankers

Axis Bank Ltd
Kotak Mahindra 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

Directors' Report

Your Directors present their Thirty-fourth Annual Report together with the audited accounts for the year ended 31st March, 2018.

Financial Highlights

₹ in lakh

Particulars	Current Year	Previous Year
Income from operations	4609.83	5012.20
Other income	328.77	160.29
	4938.60	5172.49
Operating Profit	1107.68	1010.78
Depreciation	1.99	2.37
Profit before tax	1105.69	1008.41
Tax Expenses		
Current Tax	270.00	318.00
Deferred Tax	3.66	3.81
Net Profit after tax	832.03	686.60
Other Comprehensive Income/ Loss for the year (net of tax)	(6.93)	(0.76)
Total Comprehensive Income	825.10	685.84

Performance

The company posted a total income of ₹ 4938.60 lakh against previous year total income of ₹ 5172.49 lakh. The profit after tax increased by 21.18 % to ₹ 832.03 lakh from ₹ 686.60 lakh in the previous year.

Dividend

The Board has recommended dividend of ₹ 1.40 per fully paid up equity shares of ₹ 2 each of the Company for the year ended 31st March, 2018. The dividend, if approved by the members at the 34th Annual General Meeting will result in the total dividend appropriation of ₹ 396.33 lakh inclusive of dividend distribution tax of ₹ 67.58 lakh.

Future Prospects

Advertising expenditure in India is poised to grow at more than 10% in the current year. While print is projected to grow at 5%, the fastest growing medium in the media sector will be digital, which is expected to grow at 30%. Your Company is well positioned to benefit from this growth.

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

The composition of the Board is governed by the applicable laws and regulations and Articles of Association of the Company. The Board consists of persons of professional expertise and experience in technical, financial and operational segments that provide leadership and guidance to the management.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company renewed the term of appointment of Dr. Niren Suchanti (DIN: 00909388), as Chairman and Managing Director of the Company without remuneration for a further period of one year with effect from 5th July, 2018 subject to the provisions of Section 196 and 203 of the Companies Act, 2013.

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 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 : ₹ 1.28 lakh

Foreign Exchange Outgo : Nil

Listing

The shares of the company are listed on BSE, NSE and Calcutta Stock Exchange. Listing fees for the year 2017 -2018 have been paid to all the Stock Exchanges.

Number of Board meetings held

The Board of Directors met four times during the financial year from 1st April, 2017 to 31st March, 2018 as follows:

17th May 2017, 14th August 2017, 17th October 2017 and 13th February 2018.

Auditors

In compliance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Mookherjee, Biswas & Pathak (FRN: 301138E), Chartered Accountants were appointed as the Statutory Auditors at the 33rd Annual General Meeting held on 15th September, 2017 to hold office for a period of consecutive 5 years subject to ratification at the Annual General Meeting in each of the subsequent years during the aforementioned term of appointment.

However, with the Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, the first proviso to section 139(1) of the Companies Act, 2013 pertaining to the requirement of annual ratification of appointment of Auditors by Members has been omitted. As such ratification of the appointment of Statutory Auditors at the AGM is not required.

Board Evaluation

As per 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 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, 2018 and the same is annexed and forms part of this annual report.

Corporate Social Responsibility

Subject to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2015 the Company as a part of its CSR initiatives has undertaken projects / programs in accordance with the CSR Policy. The report of the CSR activities is given as Annexure forming part of the Annual Report.

Corporate Governance

The Company has complied with the corporate governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on the corporate governance and Auditors Certificate thereon are annexed to this report.

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 2015.	http://www.pressmanadvertising.in/download/Vigil_Mechanism.pdf

Name of Policy	Brief description	Web link
Corporate Social Responsibility Policy (CSR)	The Company has formulated 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

Familiarization programme for independent directors

The details of training and familiarization program is available in Company's website link <http://www.pressmanadvertising.in/download/Policy-Familiarisation-programme>

Policy on Directors' & Key Managerial Personnel's Appointment and Remuneration

The Nomination & Remuneration Committee has laid down a policy for appointment and remuneration of Directors and Key Managerial Personnel. The policy defines the criteria to evaluate, positive attributes, independence of a Director and recommend to the Board their appointment and remuneration.

Pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company, there are no employees who are in receipt of remuneration in excess of the limit specified under Section

134(3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Particulars of Employees pursuant to section 134(3) of the Companies (Amendment) Act, 2017 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

The information required in terms of Section 134(3) of the Companies (Amendment) Act, 2017 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is furnished hereunder:

- The ratio of the remuneration of Director to the median remuneration of the employees of the Company: Not Applicable
- The percentage increase in remuneration of CFO, CS during the financial year:

Sl No.	Name	Designation	Remuneration paid FY 2017-18 (₹ in lakh)	Remuneration paid FY 2016-17 (₹ in lakh)	Percentage increase in remuneration	Ratio per Median of employee remuneration
1	Mr B G Pasari	Chief Financial Officer	22.75	17.94	26.81	3.85
2	Ms Sangeeta Roy *	Company Secretary	1.31	1.88	-	0.22
3	Ms Punam Singh**	Company Secretary	1.50	-	-	0.25

* Resigned w.e.f 4th September, 2017

** Appointed w.e.f 9th October, 2017

- The percentage increase in the median remuneration of employees in the financial year is 13.09 %
- The number of permanent employees on the rolls of company at the end of the financial year 2017-18 is 58.
- It is hereby affirmed that the remuneration of KMP's are in accordance with the Remuneration Policy.

Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as per the provisions of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is presented separately, which forms part of the Annual Report.

Disclosure of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed with this Report.

Reporting of Frauds

As required under Section 143(12) of the Companies Act, 2013, the auditors have not reported any frauds in the financial year under review to the Audit Committee or the Board of Directors. Hence there is nothing to report by the Board under Section 134(3)(ca) of the Companies Act, 2013.

Related Party transactions

Related party transactions that were entered during the financial year were at arm's length basis and were in the usual course

of business. There were no materially significant related party transactions with the 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 usual course of business are periodically placed before the Audit Committee for its approval. The particulars of contracts entered into during the year as per Form AOC-2 are enclosed.

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.

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 for their continued confidence and the employees for their dedicated services.

Pressman House
10A Lee Road
Kolkata 700 020
May 29, 2018

For and on behalf of the Board

Dr Niren Suchanti
Chairman & Managing Director

Form MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2018

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

I. Registration & Other 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 Phone : 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 Phone: 033-2235 7270, Fax: 033-2215 6823 e-mail: nichetechpl@nichetechpl.com

II. Principal Business Activities of the Company

Sl.No.	Name and Description of main products / services	NIC Code of the product/service	% of total turnover of the Company
1	Advertising, PR and allied services	73100	100

III. Particulars of holding, subsidiary and associate companies : Nil**IV. Shareholding pattern** (Equity Share Capital breakup as percentage of Total Equity)**i) Category-wise Shareholding**

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	11080581	Nil	11080581	47.19	11080581	Nil	11080581	47.19	Nil
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 Corporate	1576745	Nil	1576745	6.71	Nil	Nil	Nil	Nil	-6.71
e) Banks/FI any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1) :	12657326	Nil	12657326	53.90	11080581	Nil	11080581	47.19	-6.71
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 Corporate	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
Sub-total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of promoter (A)= (A)(1) + (A)(2)	12657326	Nil	12657326	53.90	11080581	Nil	11080581	47.19	-6.71
B. Public Shareholding									
1. Institutions									
a) Mutual funds	Nil	8800	8800	0.04	Nil	8800	8800	0.04	Nil
b) Banks/FI	440	926	1366	0.00	73280	926	74206	0.31	0.31
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	73280	9726	83006	0.35	0.31
2. Non Institutions									
a) Bodies Corp									
i) Indian	1376349	53760	1430109	6.09	994539	49260	1043799	4.45	-1.65
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 Rs.1 lakh	5227070	2385040	7612110	32.41	7426417	2331772	9758189	41.55	9.14
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	355800	Nil	355800	1.52	754311	Nil	754311	3.21	1.70

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	
c) Others (specify)									
NRI	207915	46880	254795	1.09	172137	46380	218517	0.93	-0.16
OCBs	0	40000	40000	0.17	0	40000	40000	0.17	Nil
Trust	64	188	252	0.00	64	188	252	0.00	Nil
Clearing Members	1122285	Nil	1122285	4.78	504188	Nil	504188	2.15	-2.63
Sub-total (B) (2):	8289483	2525868	10815351	46.06	9851656	2467600	12319256	52.46	6.40
Total Public shareholding (B) = (B) (1) + (B)(2)	8289923	2535594	10825517	46.10	9924936	2477326	12402262	52.81	6.71
C. Shares held by Custodian for GDRS & ADRS	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	20947249	2535594	23482843	100.00	21005517	2477326	23482843	100.00	Nil

ii) Shareholding of Promoters

Sl. No.	Shareholders name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares	% of Shares pledged/encumbered to total shares	No of shares	% of total shares	% of Shares pledged/encumbered to total shares	
1	Dr Niren Suchanti	5297714	22.56	Nil	5297714	22.56	Nil	Nil
2	Mr Navin Suchanti	4445800	18.93	Nil	4445800	18.93	Nil	Nil
3	Ms Sujata Suchanti	795353	3.39	Nil	795354	3.39	Nil	Nil
4	Ms Pramina Suchanti	541714	2.31	Nil	541713	2.31	Nil	Nil
5	Pressman Properties Ltd	914901	3.90	Nil	Nil	Nil	Nil	-3.90
6	Pressman Realty Ltd	661844	2.81	Nil	Nil	Nil	Nil	-2.81
	Total	12657326	53.90	Nil	11080581	47.19	Nil	-6.71

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

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares	No of shares	% of total shares
1	Dr Niren Suchanti				
	a) At the beginning of the year	5297714	22.56		
	b) Changes during the year	No Change during the year			
	c) At the end of the year			5297714	22.56
2	Mr Navin Suchanti				
	a) At the beginning of the year	4445800	18.93		
	b) Changes during the year	No Change during the year			
	c) At the end of the year			4445800	18.93
3	Ms Pramina Suchanti				
	a) At the beginning of the year	541714	2.31		
	b) Changes during the year				
	Date Reason				
	07/04/2017 Transfer	-1	0.00	541713	2.31
	c) At the end of the year			541713	2.31

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

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares	No of shares	% of total shares
4	Ms Sujata Suchanti				
	a) At the beginning of the year	795353	3.39		
	b) Changes during the year				
	Date Reason				
	07/04/2017 Transfer	1	0.00	795354	3.39
	c) At the end of the year			795354	3.39
5	Pressman Properties Limited				
	a) At the beginning of the year	914901	3.90		
	b) Changes during the year				
	Date Reason				
	01/09/2017 Transfer	-690884	2.94	224017	0.95
	08/09/2017 Transfer	-224017	0.95	0	0.00
	c) At the end of the year			0	0.00
6	Pressman Realty Limited				
	a) At the beginning of the year	661844	2.81		
	b) Changes during the year				
	Date Reason				
	07/04/2017 Transfer	-661444	2.81	400	0.00
	08/09/2017 Transfer	-400	0.00	0	0.00
	c) At the end of the year			0	0.00
	Total	12657326	53.90	11080851	47.19

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

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares	No of shares	% of total shares
1	ZA Capital Services India Private Limited	-	-	313895	1.34
2	IL And FS Securities Ltd	-	-	160312	0.68
3	Kashish Jain	100000	0.43	100000	0.43
4	Seema Jain	100000	0.43	100000	0.43
5	Shivani Tejas Trivedi	-	-	100000	0.43
6	Banhem Stock Broking Pvt Ltd	68900	0.29	89800	0.38
7	Bhavna Bipul Trivedi	30500	0.13	86000	0.37
8	Axis Bank Ltd	-	-	62096	0.26
9	Sarika Grover	10000	0.04	55000	0.23
10	Cyrus Rustom Vevaina	-	-	53861	0.23