

Pressman Advertising Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700 020
T: (033) 40310810, F: (033) 40310813, ir@pressmanindia.com, www.pressmanadvertising.in
CIN: L74140WB1983PLC036495

Notice

NOTICE is hereby given that the Thirty-sixth Annual General Meeting (AGM) of the Company will be held on Wednesday, 26th August 2020 at 11:00 am through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at Pressman House, 10A Lee Road, Kolkata 700 020:

As Ordinary Business

- To adopt the Audited Accounts of the Company for the year ended 31st March, 2020, together with the Directors' and Auditors' Reports thereon.
- To declare a dividend on equity shares for the year ended 31st March, 2020.
- To appoint a director in place of Mrs Sujata Suchanti (DIN: 00273832), who retires by rotation and being eligible, offers herself for re-appointment.

As Special Business

To consider and if thought fit, to pass with or without modification the following resolution as Special Resolutions

4. Review and re-appointment of Dr Niren Suchanti as Chairman and Managing Director

"RESOLVED THAT in accordance with the provision of Section 196, 203 and other applicable provisions of the Companies Act, 2013, consent be and is hereby accorded to continue Dr Niren Suchanti (DIN: 00909388) as Chairman and Managing Director of the company from 17th April, 2019 till the completion of his present term i.e. 4th July, 2020 and consent is also hereby accorded for the appointment of Dr Niren Suchanti (DIN: 00909388) as Chairman and Managing Director of the company without any remuneration for a further period of two years w.e.f. 5th July, 2020".

5. Re-appointment of Mr Sushil Kumar Mor as an Independent Director

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Sushil Kumar Mor (DIN: 00274066), be and is hereby re-appointed as an Independent Director of the Company to hold office as an Independent director for a further term of five years w.e.f. 5th August, 2020 and not liable to retire by rotation."

By Order of the Board

Registered Office
Pressman House
10A Lee Road
Kolkata 700 020
June 30, 2020

Paulami Mukherjee
Company Secretary
Membership No. A49780

Notes :

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and hence the 36th Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio visual means (OAVM).
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode not later than 10:45 am on Wednesday, 26th August, 2020 by clicking on the link <http://www.evoting.nsdl.com> under members login, where EVEN of the Company will be displayed by using the Remote E-voting credentials and by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pressmanadvertising.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

7. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id, mobile number at cs@pressmanindia.com till 4:00 PM on Friday, 21st August, 2020.
8. Shareholders who have queries may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@pressmanindia.com latest by 4 p.m. on Friday, 21st August, 2020.
9. Those shareholders who have registered themselves as a speaker and confirmed by Company will only be allowed to express their views/ask questions during the meeting.
10. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 20th August, 2020 to Wednesday, 26th August, 2020 (both days inclusive)**.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the business under Item Nos. 4 & 5 of the Notice, is annexed hereto.
12. Pursuant to the provisions of the Companies Act, 2013, dividend for the year 2012-13 and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
13. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (The Rules) notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The details of shares to be transferred to IEPF Authority are available on the website of the Company at www.pressmanadvertising.in
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN and Bank account details to the RTA / Company in terms of SEBI Circular dated April 20, 2018.
15. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective Depositories. Members holding shares in physical form are requested to notify any change in their residential and e-mail address to the RTA / Company.
16. As per Regulation 40 of SEBI Listing Regulations, as amended SEBI has mandated for transfer of securities only in dematerialized mode except in case of transmission or transposition of securities w.e.f. 1st April, 2019. Hence the shareholders are advised to dematerialize shares held by them in physical form.
17. Additional Information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking re-appointment at the AGM, is furnished as annexure to the Notice. Requisite declarations have been received from the Director seeking re-appointment.
18. Members may also note that this Notice and the Annual Report for 2019-20 can be downloaded from the Company's website www.pressmanadvertising.in
19. Dividend, if approved, will be paid to those shareholders whose names appear in the Register of Shareholders as at close of business hours on Wednesday, 19th August, 2020. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates in case dividend amount exceeds ₹ 5,000.
Members are requested to update their Permanent Account Number (PAN) with their respective Depository Participant(s) (DP) (in case of shares held in a dematerialised form) and with Niche Technologies Private Limited (in case of shares held in physical form).
A Resident individual Member having a PAN and who is not liable to

pay income tax can submit a declaration at ir@pressmanindia.com on or before Friday, 14th August, 2020, in Form No. 15G /15H to avail the benefit of non-deduction of tax at source. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

20. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to nichetechpl@nichetechpl.com and ir@pressmanindia.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company till the date of AGM.
21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by giving a prior notice to the Company. Members can inspect the same by sending an email to cs@pressmanindia.com

Voting through electronic means

- I. The remote e-voting period commences on **Sunday, 23rd August, 2020 at 9:00 A.M.** and ends on **Tuesday, 25th August, 2020 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. Members, who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- III. The process and manner for e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the.pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ir@pressmanindia.in or nichetechpl@nichetechpl.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned

copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir@pressmanindia.com or nichetechpl@nichetechpl.com

c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to smd.deepak@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. Please update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s). A person who is not a member as on cut-off date should treat this notice for information purpose only.
5. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e. Wednesday, 19th August, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com
6. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 19th August, 2020.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
8. CA Deepak Daga (Membership No 059205), 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting at the Annual General Meeting and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and

thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

11. The results will be declared within 48 hrs from the conclusion of AGM. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pressmanadvertising.in and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result. The results shall also be immediately forwarded to the stock exchanges viz. BSE, NSE and CSE, where the shares are listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No 4

The members approved the reappointment of Dr Niren Suchanti as Chairman and Managing Director without any remuneration at the Thirty fifth Annual General Meeting held on 27th August, 2019 for a period of one year i.e. upto 4th July, 2020.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors has re-appointed Dr Niren Suchanti as Chairman and Managing Director without remuneration for a further period of two years w.e.f. 5th July, 2020.

Dr Niren Suchanti has attained the age of 70 years on 17th April, 2019. Pursuant to Section 196(3) of the Companies Act, 2013, consent of the members is required by way of special resolution for his continuation as Chairman and Managing Director beyond the age of 70 years.

Nomination and Remuneration Committee and the Board of Directors are of the view that with Dr Niren Suchanti's wide experience and expertise especially in advertising and media, the company will benefit immensely from his association and therefore it would be appropriate that he continues to serve the company till the completion of the present term of appointment which has already been approved by the members and continue his association as Chairman and Managing Director for a further period of two years i.e. 4th July, 2021.

- Brief particulars of the terms of re-appointment of Dr Niren Suchanti are as under:

a) The Chairman & Managing Director shall act in accordance with the

Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties.

- b) The Chairman & Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- c) Dr Niren Suchanti satisfies all the conditions set out in Part-I of Schedule V of the Act and Section 196 (3) of the Companies Act, 2013 for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Dr. Niren Suchanti under Section 190 of the Companies Act, 2013.

- Brief resume of Dr Niren Suchanti is given below:

Dr Niren Suchanti has a Ph. D. degree from University of Cincinnati, USA and 48 years experience in advertising, public relations and investor relations.

Dr Niren Suchanti and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No 5

Mr Sushil Kumar Mor is a Commerce graduate and has more than 35 years of experience in Accounts, Finance and Administration. He has spent about 15 years in Nepal and was instrumental in enhancing the India Nepal Trade in the eighties.

Mr Sushil Kumar Mor does not hold any shares in the Company, nor is related to any Director or Key Managerial Personnel of the Company and complies with all the requirements making him eligible to be re-appointed as an independent director.

The Nomination and Remuneration Committee as well as the Board of Directors recommends the re-appointment of Mr Sushil Kumar Mor as an Independent director of the company. Mr Mor is a person of high sincerity and the Board is of the opinion that Mr Mor fulfills the criteria specified in the Companies Act, 2013 read with Rules made thereunder and also with the requirements of SEBI (Listing and Disclosure Requirements) Regulations, 2015 for his re-appointment as an independent director of the Company.

Save and except Mr Sushil Kumar Mor, none of the other Directors and Key Managerial Personnel Company, are interested in the resolution set out in Item No. 5 of the Notice.

The Board recommends this Special Resolution for your approval.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Dr Niren Suchanti	Mrs Sujata Suchanti	Mr Sushil Kumar Mor
DIN	00909388	00273832	00274066
Qualification	Ph.D. in Operations Research and Industrial Management from University of Cincinnati, USA	B.A.	B.Com (Hons)
Brief Resume and area of expertise	48 years of experience in advertising, public relations and investor relations. He is considered as an authority in Public and Investor Relations	30 years experience in the areas of administration, fine arts etc.	35 years of experience in Accounts, Finance and administration.
Relationship between directors inter-se	Yes	Yes	No
Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies)	Sinclairs Hotels Limited	No	No
Membership / Chairmanship of Committee of the Other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil
No. of shares held in the Company	5297714	795394	Nil

Registered Office
Pressman House
10A Lee Road, Kolkata 700 020
June 30, 2020

By Order of the Board

Paulami Mukherjee
Company Secretary
Membership No. A49780