

PRESSMAN

Pressman Advertising Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata-700020, India
t: 40310810/0811 f: (033) 40310813 e: ir@pressmanindia.com

August 12, 2015

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No C/1, 'G' Block,
Bandra – Kurla Complex
Bandra (E)
Mumbai 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata 700 001

Dear Sir,

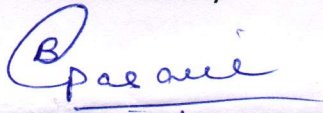
Sub : Submission of Minutes of the 31st Annual General Meeting of Pressman Advertising Ltd

We are enclosing the Minutes of the 31st Annual General Meeting of Pressman Advertising Ltd held on Wednesday, 5th August, 2015.

The above is being given to you in terms of the Listing Agreement.

Thanking you,

Yours faithfully



B G Pasari
CFO & Compliance Officer

Encl : as above

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Minutes of the Thirtyfirst Annual General Meeting of Pressman Advertising Ltd held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Wednesday, 5th August, 2015 from 10:30 am to 12:10 pm

PRESENT: Mr Navin Suchanti : Director and Member
Mr Ajit Khandelwal : Director & Chairman, Audit Committee
Mr B G Pasari : CFO & Compliance Officer

By invitation

Mr Prabhat Agarwal, Representative : Singhi & Co., Statutory Auditors

Members present : 164 members in person

2 members by their authorised representatives and proxies

CHAIRMAN

In the absence of Dr Niren Suchanti, Chairman of the Company, the members present proposed and seconded the name of Mr Navin Suchanti to chair the meeting.

QUORUM

The Chairman announced the presence of necessary quorum and called the meeting to order. Thereupon the meeting commenced to conduct the business as per the agenda.

NOTICE

The Chairman mentioned that the Notice convening the meeting was with the members for quite sometime and with the permission of the members, the same may be taken as read.

AUDITORS' REPORT

The Chairman requested Mr B G Pasari, CFO & Compliance Officer to read the Auditors' Report to the shareholders and the same was duly read out.

CHAIRMAN'S SPEECH

The Chairman briefed the shareholders regarding the working of the Company. The Chairman then invited queries from the shareholders regarding the working of the Company and answered the same to their satisfaction. The Chairman informed that e-voting process has been completed. The Chairman also informed that Ballot Papers will be distributed to members present to enable them to cast their vote on each resolutions.



ORDINARY BUSINESS

The Chairman informed the members that since the Accounts and Directors' Report have been with the members for a considerable time the same may be taken as read. The Chairman read out the following resolutions for consideration of members:

1. ADOPTION OF AUDITED ACCOUNTS

"RESOLVED THAT the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the period ended on the same date together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

"RESOLVED THAT Dividend @ Rs.1.10 (55%) per equity share of Rs.2 for the financial year ended 31st March, 2015 on 2,34,82,843 Equity Shares amounting Rs.2,58,31,127.30 (Rupees Two crore fifty eight lacs thirtyone thousand one hundred twenty seven and paise thirty only) be and is hereby declared and paid to shareholders on or before 4th September, 2015 whose names appear in the Company's Register of Members as on Record Date i.e 29th July,2015."

The Chairman being interested in the next resolution, vacated the chair and requested Mr Ajit Khandelwal, Director to take the chair. Mr Ajit Khandelwal took the chair and read the following resolution for consideration of members:

3. RE-APPOINTMENT OF RETIRING DIRECTOR

"RESOLVED THAT Mr Navin Suchanti (DIN:00273663), who retires by rotation and being eligible for reappointment be and is hereby reappointed as Director of the company."

Thereafter, Mr Ajit Khandelwal vacated the chair and requested Mr Navin Suchanti to conduct the other agenda.

4. APPOINTMENT OF AUDITORS

"RESOLVED that pursuant to the provision of Section 139(2) and 142 (1) of the Companies Act, 2013 M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Reg. No 302049E) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting at such remuneration as may be determined by the Board of Directors".

SPECIAL BUSINESS:

ORDINARY RESOLUTIONS:

5. APPOINTMENT OF MS SUJATA SUCHANTI AS DIRECTOR

The Chairman informed that the Company has received a notice u/s 160 of the Companies Act, 2013 from a shareholder proposing the name of Ms Sujata Suchanti to be appointed as a Director together with the requisite deposit.

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Sujata Suchanti (DIN: 00273832) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. RE-APPOINTMENT OF MR SUSHIL KUMAR MOR AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV to the Companies Act, 2013 and listing Agreement entered into with the stock exchanges, Mr Sushil Kumar Mor (DIN: 00274066) be and is hereby appointed as an Independent Director to hold the office for a period of 5 years w.e.f. 5th August, 2015, not liable to retire by rotation."

The Chairman being interested in the next resolution, vacated the chair and requested Mr Ajit Khandelwal, Director to take the chair. Mr Ajit Khandelwal took the chair and read the following resolution for consideration of members:

SPECIAL RESOLUTION:

7. APPROVAL OF RELATED PARTY TRANSACTIONS

"RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:



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Nature of transaction as per section 188 of the Companies Act, 2013	Name of the Director/KMP and their relatives	Name of Related Party	Amount (Rs.in lacs per annum)	
			Receipts	Payments
Salary & Perquisites	Dr Niren Suchanti Chairman & Managing Director		-	25.00
Sitting Fee	Mr Navin Suchanti Director		-	1.00
Salary & Perquisites	Mr B G Pasari Chief Financial Officer			20.00
Rent for office space(payment)	Dr Niren Suchanti, Chairman & Managing Director and Mr Navin Suchanti are common directors and promoters with shareholding interest Mr B G Pasari , CFO & Compliance Officer is Common Director in Prima Communications Ltd	Pressman Realty Ltd	6.00	42.00
Cost of advertising(receipt)		Prima Communications Ltd	5.00	-
Cost of Advertising		Sinclair's Hotels Ltd	100.00	-
Press release/notification in newspapers, magazines, digital advertising and all types of advertising and design services				
Rent for office space(payment)	Dr Niren Suchanti, Chairman & Managing Director and Mr Navin Suchanti are promoters carry shareholding interest	Pressman Properties Ltd	6.00	24.00
Cost of advertising(receipt)				

"RESOLVED THAT the Board of Directors and / or a Committee thereof, be and is hereby authorised to do or cause to be done all such act, matter, deeds, and things and to settle any queries, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the interest of the Company."

Thereafter, Mr Ajit Khandelwal vacated the chair and Mr Navin Suchanti resumed as Chairman for conducting the remaining proceedings.

The Chairman stated that as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Mr Deepak Daga, Partner of S M Daga & Co. Chartered Accountants, the scrutinizer has submitted his report on e-voting dated 5th August, 2015 as under :



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Item no of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.
Item No 1 of the Notice (As an Ordinary Resolution)	16563162	100	Nil	Nil	Nil
Item No 2 of the Notice (As an Ordinary Resolution)	16563162	100	Nil	Nil	Nil
Item No 3 of the Notice (As an Ordinary Resolution)	16563162	100	Nil	Nil	Nil
Item No 4 of the Notice (As an Ordinary Resolution)	16563162	100	Nil	Nil	Nil
Item No 5 of the Notice (As an Ordinary Resolution)	16563162	100	Nil	Nil	Nil
Item No 6 of the Notice (As an Ordinary Resolution)	16563162	100	Nil	Nil	Nil
Item No 7 of the Notice (As a Special Resolution)	16563162	100	Nil	Nil	Nil

The Chairman further stated that as per Section 109 of the Companies Act, 2013 read with Rule 21 of Rule of the Companies (Management and Administration) Rules, 2014 Mr Deepk Daga, Partner of S M Daga & Co., Chartered Accountants, scrutinizer has submitted his combined report for e-voting and poll dated 5th August, 2015 as under :



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	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.
Item No 1 of the Notice (As an Ordinary Resolution)	16563750	100	Nil	Nil	Nil
Item No 2 of the Notice (As an Ordinary Resolution)	16563750	100	Nil	Nil	Nil
Item No 3 of the Notice (As an Ordinary Resolution)	16563750	100	Nil	Nil	Nil
Item No 4 of the Notice (As an Ordinary Resolution)	16563750	100	Nil	Nil	Nil
Item No 5 of the Notice (As an Ordinary Resolution)	16563750	100	Nil	Nil	Nil
Item No 6 of the Notice (As an Ordinary Resolution)	16563750	100	Nil	Nil	Nil
Item No 7 of the Notice (As a Special Resolution)	16563750	100	Nil	Nil	Nil

VOTE OF THANKS

The meeting terminated with a vote of thanks to the chair.

Proposed by : Mr Monotosh Majumdar

Seconded by : Mr Bankim Chandra Roy

CONCLUSION OF THE MEETING

The Chairman declared the meeting as closed after thanking the members for their co-operation.

Dated : 11.08.2015

sdl-
Chairman

Pressman Advertising Ltd.

CFO & Compliance Officer

ECCO
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