

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-fifth Annual General Meeting (AGM) of the Company will be held on Tuesday, 27th August 2019 at 12:00 Noon at Gyan Manch 11 Pretoria Street, Kolkata-700071 to transact the following business:

As Ordinary Business

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 2019, together with the Directors' and Auditors' Reports.
2. To declare a dividend on equity shares for the year ended 31st March, 2019.
3. To appoint a director in place of Mr Navin Suchanti (DIN: 00273663), who retires by rotation and being eligible, offers himself 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, 2019 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 one year w.e.f. 5th July, 2019".

5. Review the appointment of Mr Kalyan Bose as an Independent Director

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr Kalyan Bose (DIN 07562266) to continue as an Independent Director from 8th January, 2019 till the completion of his present term i.e. up to 11th July, 2021."

Registered Office
 Pressman House
 10A Lee Road
 Kolkata 700 020
 Date: 22nd May, 2019

By Order of the Board

Dr Niren Suchanti
 Chairman & Managing Director
 DIN:00909388

Notes

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, 21st day of August 2019 to Tuesday, 27th day of August 2019** (both days inclusive).
2. 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.
3. A member entitled to attend and vote may appoint a proxy to attend and vote in his stead. A proxy need not be a member of the company. Proxies to be effective should be deposited at the registered office not later than 48 hours before the commencement of the meeting.
4. 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.
5. 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 with the RTA / Company.
6. SEBI has mandated for transfer of securities only in dematerialized mode except in case of transmission or repositioning of securities w.e.f. 1st April, 2019.
7. Additional Information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the AGM, is furnished as annexure to the Notice. Requisite declaration have been received from the Director seeking re-appointment.
8. Notice is being sent to all the members whose email address is registered with the Company/Depositories by email unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy is being sent.
9. Members may also note that this Notice, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2018-19 can be downloaded from the Company's website www.pressmanadvertising.in. The physical copies of the aforesaid documents will be available at the Registered Office for inspection without any fee during normal business hours (10:00 am to 5:00 pm) for a period of 21 days up to the date of Annual General Meeting. For any communication, the shareholders may also send request by email to: ir@pressmanindia.com.

10. Dividend, if declared, will be paid to those shareholders whose names appear in the Register of Shareholders at close of business hours on **Tuesday, 20th August, 2019**.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by ICSI, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 35th AGM by electronic means and the business may be transacted through e-Voting.
- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“e-voting”) will be provided by National Securities Depository Limited (NSDL).
- III. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-voting period commences on **Saturday, 24th August 2019 (9am)** and ends on **Monday, 26th August 2019 (5pm)**. During this period members holding shares either in physical or in dematerialized form, as on the cut-off date of **Tuesday, 20th August 2019**, may cast their vote by e-voting. The 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.
- V. The process and manner for e-voting are as under:
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 of Step 1 are 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 e-service 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*****. |

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| 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 the same, 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. Open the email and the attachment (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, your ‘initial password’ is communicated to you on your postal address.
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.
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 of Step 2 are 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.

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 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
- VI. 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).
- VII. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- VIII. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as of the cut-off date i.e., **Tuesday, 20th August 2019** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- IX. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- X. 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.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by e-voting facility.
- XII. 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.

- XIII. 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 Thirtyfourth Annual General Meeting held on 31st August, 2018 for a period of one year i.e. upto 4th July, 2019.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors has again re-appointed Dr Niren Suchanti as Chairman and Managing Director without remuneration for a further period of one year w.e.f. 5th July, 2019.

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 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 counsel 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 terms of appointment which has already been approved by the members and continue his association as Chairman and Managing Director for a further period of one year i.e. 4th July, 2020.

• 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 Directors 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, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No 5

The members of the Company approved the appointment of Mr Kalyan Bose as an Independent Director at the 32nd Annual General Meeting (AGM) held on 27th September 2016 for a period of five years from the conclusion of the said AGM. Mr Kalyan Bose will complete his present term on 26th September, 2021.

In terms of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director

beyond the age of seventy five years. Mr Kalyan Bose has attained the age of seventy five years on 8th January, 2019.

The Nomination and Remuneration Committee and the Board are of the view that in order to take advantage of Mr Kalyan Bose's expertise, knowledge and experience. It would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the members. Accordingly, the Board at the meeting held on 22nd May, 2019, on the recommendation of the Committee, recommended for the approval of the members, continuation of Mr Kalyan Bose as an Independent Director of the Company from the day he attained the age of seventy five years i.e. on 8th January, 2019 till the completion of his present term up to 26th September, 2021 on existing terms and conditions.

Mr Kalyan Bose and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

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

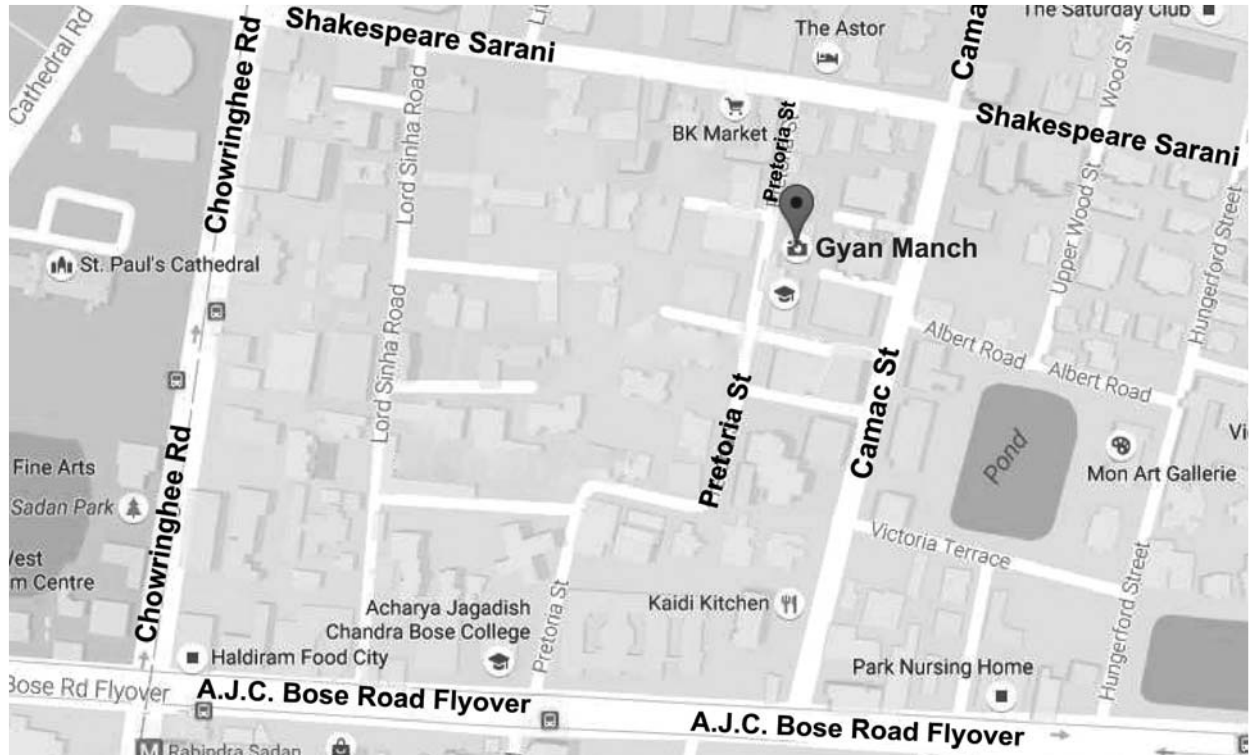
| Name of the Director | Dr Niren Suchanti | Mr Navin Suchanti |
|--|---|--|
| DIN | 00909388 | 00273663 |
| Qualification | Ph.D. in Operations Research and Industrial Management from University of Cincinnati, USA | B.Sc. (Hons) |
| Brief Resume and area of expertise | 48 years of experience in advertising, public relations and investor relations. He is considered as an authority in Public and Investor Relations | 46 years experience in public relations, advertising, hospitality, administration and taxation |
| Relationship between directors inter-se | Yes | Yes |
| Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies) | Sinclairs Hotels Limited | Sinclairs Hotels Limited |
| Membership / Chairmanship of Committee of the Other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | Nil | Sinclairs Hotels Ltd: i. Audit Committee, Member ii. Stakeholders Relationship Committee, Member |
| No. of shares held in the Company | 5297714 | 4445800 |

Registered Office
Pressman House
10A Lee Road
Kolkata 700 020
Date: 22nd May, 2019

By Order of the Board

Dr Niren Suchanti
Chairman & Managing Director
DIN:00909388

Route map to the venue of the AGM : Gyan Manch, 11 Pretoria Street, Kolkata 700 071



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| |
|----------------------------|
| ATTENDANCE SLIP |
|----------------------------|

35TH ANNUAL GENERAL MEETING ON 27TH AUGUST, 2019

1. Name and Registered Address of Sole/First Named Shareholder :

2. Registered Folio No./ DP ID & Client ID :

3. Number of Share(s) held :

I certify that I am a Member/Proxy for the Member of the Company, I hereby record my presence at the 35th Annual General Meeting of the Company to be held on Tuesday, 27th August, 2019 at 12:00 Noon at Gyan Manch, 11 Pretoria Street, Kolkata 700 071.

 Name of the Member / Proxy (BLOCK LETTERS)

 Signature of Member/Proxy

Member /Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

REMOTE E-VOTING PARTICULARS:

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|------------------------------|---------|----------|
| 111045 | | |

The E-voting facility will be available during the following voting period:

| Commencing of E-voting | End of E-voting |
|------------------------------------|------------------------------------|
| 24th August, 2019 at 9:00 am (IST) | 26th August, 2019 at 5:00 pm (IST) |

Please read the instructions mentioned in the Notice of the Annual General Meeting before exercising your vote.

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| |
|-------------------|
| PROXY FORM |
|-------------------|

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|---|--|---|--|
| Name and Registered Address of Sole/First Named Shareholder | | Registered Folio No / DP-ID & Client ID/ Email Id | |
|---|--|---|--|

I/We being the holder(s) of.....shares of Pressman Advertising Limited, hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Tuesday, 27th August 2019 at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 at 12:00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolutions | For | Against |
|-------------------------|---|-----|---------|
| 1 | Adoption of the Audited Accounts of the Company for the year ended 31st March, 2019, together with the Directors' and Auditors' Reports | | |
| 2 | Dividend on equity share for the year ended 31st March, 2019 | | |
| 3 | Re-appointment of Mr Navin Suchanti who retires by rotation | | |
| Special Business | | | |
| 4 | Special Resolution for the review and re-appointment of Dr Niren Suchanti as Chairman and Managing Director | | |
| 5 | Special Resolution for the review of appointment of Mr Kalyan Bose as an Independent Director | | |

Signed this.....day of 2019

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

 Signature of the Member

 Signature of Proxy

Note : (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.