



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Rotographics (India) Limited will be held on Saturday, 08th February, 2024 at 01:00 P.M. through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

The proceedings of Extra Ordinary General Meeting (EGM) shall be deemed to be conducted at Registered Office of the Company at Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001, which shall be deemed venue of EGM.

SPECIAL BUSINESS:

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of face value of ₹10.00/- (Rupees Ten Only) each to ₹17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakh Only) Equity Shares of ₹10.00/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the Members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

“The Authorized Share Capital of the Company is ₹17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakh Only) Equity Shares of ₹10.00/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies (“ROC”) as may be required in this

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connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

2. PREFERENTIAL ALLOTMENT OF UP TO 95,50,000 (NINETY-FIVE LAKH FIFTY THOUSAND) EQUITY SHARES TO THE PROPOSED PROMOTER AND NON-PROMOTER OF THE COMPANY

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) (“**Stock Exchange**”) on which the Equity Shares of the Company having face value of ₹10/- (Rupees Ten Only) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 95,50,000 (Ninety Five Lakh Fifty Thousand) equity shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up (“**Equity Shares**”) for cash, at an issue price of ₹11/- (Rupees Eleven Only) per shares, aggregating upto ₹10,50,50,000/- (Rupees Ten Crore Fifty Lakh Fifty Thousand Only) (“**Total Issue Size**”) each including a premium of ₹1.00/- (Rupee One Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis (“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in

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accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person (“Proposed Allottees”):

S. No.	Name of Proposed Allottees	Category of Investor	No of equity shares to be issued
1.	Shrey Gupta	Proposed Promoter Post Open Offer under Takeover Regulations: Promoter	53,00,000
2.	Securocrop Securities India Private Limited	Non-Promoter	16,46,000
3.	Sangeeta Pareekh	Non-Promoter	5,00,000
4.	Ranjan Natvarlal Bathia	Non-Promoter	3,27,000
5.	Natvarlal Hirji Bathia	Non-Promoter	3,27,000
6.	Saket Agarwal	Non-Promoter	2,00,000
7.	Lalit Malik	Non-Promoter	1,75,000
8.	Vivek Sawhney	Non-Promoter	1,50,000
9.	Gaurav Singh	Non-Promoter	1,50,000
10.	Sri Ashok and Sons	Non-Promoter	1,50,000
11.	Doshi Sagar Hareshkumar	Non-Promoter	1,00,000
12.	Raunak Agarwal	Non-Promoter	1,00,000
13.	Muskan Agarwal	Non-Promoter	1,00,000
14.	BGP 11 Analytics Private Limited	Non-Promoter	1,00,000
15.	Petflakes Poymers India Private Limited	Non-Promoter	1,00,000
16.	DMA Cube 5 Analytics Private Limited	Non-Promoter	50,000

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17.	Sagun Capital	Non-Promoter	20,000
18.	Uma Pareek	Non-Promoter	10,000
19.	Puneet Gupta	Non-Promoter	15,000
20.	Anisha Malik	Non-Promoter	10,000
21.	Chirag Talwar	Non-Promoter	10,000
22.	Sunita Pahwa	Non-Promoter	10,000
Total			95,50,000

RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating floor price for the issue of Equity Shares is Thursday, January 09, 2025, the date that is 30 (Thirty) days prior to the date of shareholders meeting as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approval. The allotment of Equity Shares to the proposed promoter is to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub regulation (1)

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of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. Regularization of Additional Director, Mr. GAURAV KUMAR (DIN- 01159468) by appointing him as Whole Time Director (Executive Director-Operations) of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as **Special Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing

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Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. GAURAV KUMAR (DIN- 01159468) who was appointed pursuant to Section 161 of the Act as an Additional Director of the Company with effect from 16th December, 2024 be and is hereby appointed as a Whole Time Director (Executive Director-Operations), liable to retire by rotation, for a period of three (3) years effective from 16th December, 2024 at such terms and conditions including the remuneration as detailed in the explanatory statement.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as detailed in the explanatory statement, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification(s) or re-enactment(s) thereof, without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment including the remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any reenactment thereof without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

4. Regularization of Additional Director, Ms. Sandhya Kohli (DIN- 10527387) by appointing her as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as **Special Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 read with applicable rules there under & schedule IV of the Companies Act, 2013 and Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any re-enactment(s) or modification (s) thereof, pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board of Directors, Ms. Sandhya Kohli (DIN- 10527387) who was appointed pursuant to Section 161 of the Act as an Additional Director of the Company with effect

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from 16th December, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company till 5 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

For and on Behalf of Board of Directors

Rotographics (India) Limited

**Sd/-
Divya
Company Secretary
M. No.: A56206**

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1. 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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/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.
3. 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.
4. 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 EGM/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 EGM/AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.rotointia.co.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 EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
6. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 05th February 2025 at 9:00 A.M. and ends on 07th February 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 01st February, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01st February, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote

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	<p>e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="884 1263 1390 1563" style="border: 1px solid black; padding: 5px;"><p style="text-align: center;">NSDL Mobile App is available on</p><p style="text-align: center;"> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is

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	<p>in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:

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- 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 csvivekkumar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to Mr. Abhishek Mishra at evoting@nsdl.com

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:

ROTOGRAPHICS (INDIA) LIMITED

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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1. 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 info@rotoindia.co.in
 2. 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 info@rotoindia.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@rotoindia.co.in). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 01: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To meet the requirements of growing business, the Company has come up with a Preferential Offer, which necessitates increasing the authorized share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹5,00,00,000/- (Rupees Five Crore Only) and it is proposed to increase the same by ₹12,00,00,000 /- (Rupees Twelve Crore Only) to make it ₹17,00,00,000/- (Rupees Seventeen Crore Only).

Increase in the Authorized Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 1 of the Notice.

The Board recommends the resolution as set out under Item No. 1 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 02: PREFERENTIAL ALLOTMENT OF UP TO 95,50,000 (NINETY-FIVE LAKH FIFTY THOUSAND) EQUITY SHARES TO THE PROPOSED PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors of the Company, in its meeting held on Friday, January 10, 2025 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 95,50,000 (Ninety Five Lakh Fifty Thousand) equity shares having face value of ₹10/- (Rupees Ten Only) per Equity Share, at a price of ₹11/- (Rupees Eleven Only) Equity Share including a premium of ₹1/- (Rupee One Only) per Equity Share, aggregating upto ₹10,50,50,000/- (Rupees Ten Crore Fifty Lakh Fifty Thousand Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 2.

b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

The Board of Directors in its meeting held on Friday, January 10, 2025 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to 95,50,000 (Ninety Five Lakh Fifty Thousand) Equity Shares of the face value of ₹10/- (Rupees Ten only) each at a price of ₹11/- (Rupees Eleven Only) Equity Share including a premium of ₹1/- (Rupee One Only) per Equity Share, aggregating upto ₹10,50,50,000/- (Rupees Ten Crore Fifty Lakh Fifty Thousand Only) (being not less than the price calculated in terms of ICDR Regulations) to the Proposed Promoter and Non-Promoter category on preferential basis.

c) Purpose/Object of the preferential issue

The Company proposes to raise funds through issue of equity shares on preferential basis:

1. Meet funding requirements for Business Expansion
2. Meet working capital requirements to strengthen financial position
3. General corporate purposes.

d) Maximum number of securities to be issued and price at which securities being offered

It is proposed to issue and allot in aggregate up to 95,50,000 fully paid-up equity shares having face value of ₹10/- (Rupees Ten only) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹9.72/- (Rupees Nine and Seventy-Two Paise only).

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



e) Basis on which the price has been arrived at along with report of the registered valuer

The Board of the Company has fixed the Issue price of ₹11/- (Rupees Eleven Only) each which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The Minimum price is ₹9.72/- per equity share in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018.

The shares of the Company are listed on BSE Limited and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is [Final Valuation Report_Rotographic-Preferencial - Signed.pdf](#)

Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Thursday, January 09, 2025, being the working day preceding the date that is 30 (Thirty) days prior to the date of shareholders meeting, to consider and approve the proposed Preferential Issue

f) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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g) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity share to be issued	Post- Issue equity Shareholding (Post SPA and Preferential allotment)	
				No. of Shares	% of holding		No. of Shares	% of holding *
1.	Shrey Gupta	Proposed Promoter Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	53,00,000	71,40,300 [#]	54.29%
2.	Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	16,46,000	16,46,000	12.52%
3.	Sangeeta Pareekh	Non-Promoter	Not Applicable	5,00,000	13.88%	5,00,000	10,00,000	7.60%
4.	Ranjan Natvarlal Bathia	Non-Promoter	Not Applicable	Nil	Nil	3,27,000	3,27,000	2.49%
5.	Natvarlal Hirji Bathia	Non-Promoter	Not Applicable	Nil	Nil	3,27,000	3,27,000	2.49%
6.	Saket Agarwal	Non-Promoter	Aditya Agarwal and Gunjan Agarwal	Nil	Nil	2,00,000	2,00,000	1.52%

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CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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7.	Lalit Malik	Non-Promoter	Not Applicable	Nil	Nil	1,75,000	1,75,000	1.33%
8.	Vivek Sawhney	Non-Promoter	Not Applicable	Nil	Nil	1,50,000	1,50,000	1.14%
9.	Gaurav Singh	Non-Promoter	Not Applicable	Nil	Nil	1,50,000	1,50,000	1.14%
10.	Sri Ashok and Sons	Non-Promoter	Bhavya Jain	Nil	Nil	1,50,000	1,50,000	1.14%
11.	Doshi Sagar Hareshkumar	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.76%
12.	Raunak Agarwal	Non-Promoter	Not Applicable	5,000	0.14%	1,00,000	1,05,000	0.80%
13.	Muskan Agarwal	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.76%
14.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	1,00,000	1,00,000	0.76%
15.	Petflakes Poymers India Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	1,00,000	1,00,000	0.76%
16.	DMA Cube 5 Analytics Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	50,000	50,000	0.38%
17.	Sagun Capital	Non-Promoter	Not Applicable	Nil	Nil	20,000	20,000	0.15%
18.	Uma Pareek	Non-Promoter	Not Applicable	5,000	0.14%	10,000	15,000	0.11%
19.	Puneet Gupta	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.11%
20.	Anisha Malik	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.08%
21.	Chirag Talwar	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.08%

ROTOGRAPHICS (INDIA) LIMITED

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



22.	Sunita Pahwa	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.08%
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**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹13,15,13,000 (Rupees Thirteen Crore Fifteen Lakh and Thirteen Thousand Only) divided into 1,31,51,300 (One Crore Thirty-One Lakh Fifty One Thousand Three Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

#These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated January 10, 2025.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares Mr. Shrey Gupta (the proposed allottee) shall acquire and exercise control of the Company.

h) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer

None of the existing promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

The proposed preferential allotment is to be made to Mr. Shrey Gupta, who presently belongs to 'Non-Promoter' category. However, post the completion of the Preferential Issue and the Open Offer as detailed below, he shall be classified into 'Promoter' category of the Company.

Further the Company was informed that Mr. Ashok Kumar Singhal ("Current Promoter") had entered into Share Purchase Agreement ("SPA") on January 10, 2025, to sell 18,40,300 Equity Shares representing 51.10% of the present paid up equity share capital of the Company to Mr. Shrey Gupta [one of the proposed allottees, referred to as "Acquirer"]. Pursuant to the SPA and the proposed preferential allotment, the Acquirer has triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Post the completion of the Preferential Issue and the Open Offer, Mr. Shrey Gupta would be classified into "Promoter" category of the Company.

i) Time frame within which the Preferential Issue shall be completed

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares to the Proposed Promoter (Acquirer) will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

j) Shareholding pattern pre and post preferential issue would be as follows

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Proposed Promoter' and 'Non-Promoters' is likely to be as follows:

Sr. No	Category	Pre Issue Shareholding		Equity Shares to Be Allotted	#Post-Issue Shareholding (Post SPA and Preferential allotment)		##Post-Issue Shareholding (Post Preferential allotment and completion of open offer)	
		No. of equity shares	%		No. of equity shares	%	No. of equity shares	% *
A	Promoter & Promoter Group Shareholding							
(a)	Indian Promoter	18,40,300	51.10%	53,00,000	71,40,300	54.29%	1,05,59,638	80.29%
(b)	Foreign Promoter	-	-	-	-	-	-	-
	Sub Total (A)	18,40,300	51.10%	53,00,000	71,40,300	54.29%	1,05,59,638	80.29%

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CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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B	Public Shareholding							
(a)	Institutional Investor							
(i)	Bank	-	-	-	-	-	-	-
(ii)	Alternate Investment Funds	-	-	-	-	-	-	-
(b)	Non-Institutions							
(i)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	1,85,793	5.16%	75,000	2,60,793	1.98%	25,91,662	19.71%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	6,20,000	17.22%	21,29,000	27,49,000	20.90%		
(iii)	Bodies Corporate	4,44,301	12.34%	18,96,000	23,40,301	17.80%		

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CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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(iv)	Non-Resident Indians	69,100	1.92%	-	69,100	0.53%		
(v)	Resident Indian HUF	4,156	0.12%	-	4,156	0.03%		
(vi)	Firm	4,37,650	12.15%	1,50,000	5,87,650	4.47%		
	Sub Total (B)	17,61,000	48.90%	42,50,000	60,11,000	45.71%	25,91,662	19.71%
	Total Shareholding (A+B)	36,01,300	100.00%	95,50,000	1,31,51,300	100.00%	1,31,51,300	100.00%

In the post issue shareholding, Mr. Shrey Gupta ("Acquirer"), has been included in the promoter category. These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated January 10, 2025.

Pursuant to the completion of Open Offer, the shares held by the existing promoters namely Mr. Ashok Kumar Singhal will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

k) Change in Control, if any, in the Company consequent to the preferential issue

There shall be a change in the management or control of the Company pursuant to the Share Purchase Agreement and allotment of the Equity Shares to Proposed Promoter and certain identified non-promoter persons.

l) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has not made any allotment on preferential basis till date.

m) Principal terms of assets charged as securities

Not applicable.

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



n) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

o) Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

p) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Sl. No.	Name of Allottee	Current Status	Post Status
1	Shrey Gupta	Currently: Non-Promoter Post Open Offer: Promoter	Promoter
2	Securocrop Securities India Private Limited	Non-Promoter	Non-Promoter
3	Sangeeta Pareekh	Non-Promoter	Non-Promoter
4	Ranjan Natvarlal Bathia	Non-Promoter	Non-Promoter
5	Natvarlal Hirji Bathia	Non-Promoter	Non-Promoter
6	Saket Agarwal	Non-Promoter	Non-Promoter
7	Lalit Malik	Non-Promoter	Non-Promoter
8	Vivek Sawhney	Non-Promoter	Non-Promoter
9	Gaurav Singh	Non-Promoter	Non-Promoter
10	Sri Ashok and Sons	Non-Promoter	Non-Promoter
11	Doshi Sagar Hareshkumar	Non-Promoter	Non-Promoter
12	Raunak Agarwal	Non-Promoter	Non-Promoter
13	Muskan Agarwal	Non-Promoter	Non-Promoter
14	BGP 11 Analytics Private Limited	Non-Promoter	Non-Promoter
15	Petflakes Pymers India Private Limited	Non-Promoter	Non-Promoter
16	DMA Cube 5 Analytics Private Limited	Non-Promoter	Non-Promoter
17	Sagun Capital	Non-Promoter	Non-Promoter
18	Uma Pareek	Non-Promoter	Non-Promoter
19	Puneet Gupta	Non-Promoter	Non-Promoter
20	Anisha Malik	Non-Promoter	Non-Promoter
21	Chirag Talwar	Non-Promoter	Non-Promoter
22	Sunita Pahwa	Non-Promoter	Non-Promoter

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



q) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Percentage of post preferential issue*
1.	Shrey Gupta	54.29%
2.	Securocrop Securities India Private Limited	12.52%
3.	Sangeeta Pareekh	7.60%
4.	Ranjan Natvarlal Bathia	2.49%
5.	Natvarlal Hirji Bathia	2.49%
6.	Saket Agarwal	1.52%
7.	Lalit Malik	1.33%
8.	Vivek Sawhney	1.14%
9.	Gaurav Singh	1.14%
10.	Sri Ashok and Sons	1.14%
11.	Doshi Sagar Hareshkumar	0.76%
12.	Raunak Agarwal	0.80%
13.	Muskan Agarwal	0.76%
14.	BGP 11 Analytics Private Limited	0.76%
15.	Petflakes Poymers India Private Limited	0.76%
16.	DMA Cube 5 Analytics Private Limited	0.38%
17.	Sagun Capital	0.15%
18.	Uma Pareek	0.11%
19.	Puneet Gupta	0.11%
20.	Anisha Malik	0.08%
21.	Chirag Talwar	0.08%
22.	Sunita Pahwa	0.08%

**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹13,15,13,000 (Thirteen Crore Fifteen Lakh and Thirteen Thousand only) divided into 1,31,51,300 (One Crore Thirty One Lakh Fifty One Thousand Three Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and successful completion of the open offer, Mr. Shrey Gupta (the proposed allottee) shall acquire and exercise control in the company.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



r) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable. Since, the allotment of equity shares is made for consideration payable in cash.

s) Amount which the company intends to raise by way of such securities

Aggregating up to ₹10,50,50,000/- (Rupees Ten Crore Fifty Lakh Fifty Thousand Only).

t) Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [PCS Certificate_Reg 163.pdf](#)

u) Other Disclosures/ Undertaking

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
 - viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
 - ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
 - x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Item no.3: Regularization of Additional Director, Mr. GAURAV KUMAR (DIN- 01159468) by appointing him as Whole Time Director (Executive Director-Operations) of the Company

Mr. GAURAV KUMAR (DIN- 01159468) was appointed as an Additional Director with effect from 11th January, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, and Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the above director holds office up to the date of Annual General Meeting or 3 months, whichever is earlier. The Board is of the view that the appointment of Mr. GAURAV KUMAR designated as Whole Time Director (Executive Director-Operations) on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 1 for approval by the members of the Company.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



The Company has received all statutory disclosures / declarations from, Mr. GAURAV KUMAR (DIN-01159468), including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (“the Appointment Rules”), (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V of the Companies Act, 2013 and is not debarred for being appointed as an Director of the Company by any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, recommending Mr. Mr. GAURAV KUMAR to the office of Whole Time Director.

TERMS OF APPOINTMENT

- i. His appointment as Whole Time Director of the Company is subject to the provisions of the Companies Act, 2013.
- ii. In compliances with provisions of the Companies Act, 2013 his Directorship is not subject to retirement by rotation.
- iii. **Salary:**, As such variation/increase from time to time as the Board/Committee of Directors may decide.
- iv. **Medical Reimbursement:** Reimbursement of medical and hospitalization expenses of the Director and his family subject to a ceiling of one month salary in a year.
- v. **Leave Travel Assistance:** Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.
- vi. **Insurance Coverage:** The Company shall pay the annual premium towards personal accident insurance as per the Rules of the Company. This shall be covered under the Medclaim Insurance Schemes as per the rules of the Company.
- vii. **Provident and Superannuation Fund:** Company’s contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per the Rules of the Company.
- viii. **Leave:** Encashment of leave on full pay and allowances as per the rules of the company but not exceeding one month’s leave for every twelve months of service.
- ix. **Others:** Such other benefits in accordance with the schemes and rules application to the members of the company from time to time.

The board recommends the said resolution to be passed as special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. GAURAV KUMAR himself, in any way concerned or interested, in the said resolution.

Other requisite details of Mr. GAURAV KUMAR (DIN- 01159468) pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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Other details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Sr. no	Details of the events that needs to be provided	Particulars
1.	Reason for change viz. appointment, resignation, removal, death and otherwise	Board had appointed Mr. Gaurav Kumar (DIN: 01159468) as Additional Director (Executive Director designated as Whole Time Director) of the Company w.e.f., 16th December, 2024
2.	Terms of appointment	Mr. Gaurav Kumar (DIN: 01159468) has been appointed as Additional Director (Executive Director designated as Whole Time Director) of the company w.e.f., 16th December, 2024
3.	Date of Appointment	16th December, 2024.
4.	Brief Profile	Mr. Gaurav Kumar (DIN: 01159468) has a vast experience of more than 18 years in the field of financial market.
5.	Disclosure of relationships between Director	Mr. Gaurav Kumar (DIN: 01159468) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company..

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



Item no. 4: Regularization of Additional Director, Ms. Sandhya Kohli (DIN: 10527387) by appointing her as a Non-Executive Independent Director of the Company

Ms. Sandhya Kohli (DIN:10527387) was appointed as an Additional Director with effect from 11th January, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, and Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the above director holds office up to the date of Annual General Meeting or 3 months, whichever is earlier. The Board is of the view that the appointment of Ms. Sandhya Kohli (DIN:10527387) as a Non-Executive Independent Director on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 4 for approval by the members of the Company.

The Company has received all statutory disclosures / declarations from, Ms. Sandhya Kohli (DIN:10527387), including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that She is not disqualified under Section 164 of the Act and is not debarred for being appointed as Director of the Company by any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, recommending Ms. Sandhya Kohli to the office of Non-Executive Independent Director.

TERMS OF APPOINTMENT

1. Appointment

- She have been appointed as "Non-Executive Independent" Director on the Board of Directors of the Company with effect from **16th December, 2024** till Five Years.
- "Independent Director" should be construed as defined under the Companies Act, 2013 and the listing agreement.
- Once she is appointed by the shareholders as an Independent Director she shall not be liable to retire by rotation.
- Re-appointment at the end of the term shall be subject to the approval of the shareholders.

2. Committees

She is a member of the Audit Committee, the Shareholders' Grievance Committee, the Nomination and Remuneration Committee and Independent Committee of the Company. The Board of

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



Directors (the Board) may invite her for being appointed on one or more of the existing Board Committees or any Committee(s) that may be set up in the future. Her appointment on such Committee(s) will be subject to the applicable legal requirements.

3. Time Commitment

As a Non-Executive Independent Director she is expected to bring objectivity and independence to the Board's discussions and help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management, as well as ensuring high standards of financial probity and corporate governance. The Board and the committees meet at least four times in a year.

She will be expected to attend the Board, the Board Committees and the Annual General Meetings and to devote sufficient time, as required to discharge her duties effectively. Ordinarily, all meetings are held in Delhi.

By accepting this appointment, she confirm that she is in a position to allocate sufficient time to meet the expectations of your role to the satisfaction of the Board.

4. Fiduciary Duties

Her role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing Agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and inter alia are as under:

- She shall act in accordance with the Company's Articles of Association.
- She shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company.
- She shall discharge her duties with due and reasonable care, skill and diligence.
- She shall not involve herself in a situation in which she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company Group or bring discredit to it. Any situation that creates conflict of interest between personal interests and the Company and its stakeholders' interests, must be avoided at all costs.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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- She shall not assign her office as Director and any assignments so made shall be void.

There are certain roles, functions duties prescribed for all Independent Directors, which are listed in the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013. She shall abide by the said 'Code of Conduct for Independent Directors' as amended from time to time to the extent relevant and applicable to your role. The present code is annexed hereto as Annexure A.

5. Status of Appointment and Remuneration

Subject to provisions of Section 197 and 198 of the Companies Act, 2013, She will be entitled to sitting fees, reimbursement of expenses for participation in the Board, other committee meetings and meetings of Independent Directors and profit related commissions, as may be approved by the Shareholders.

Unless otherwise informed from our side. A sitting fee of INR 10,000/- (INR Ten Thousands Only) shall be payable to her for attending each meeting of the Board and meetings.

6. Reimbursement of Expenses

In addition to the remuneration, the Company will, for the period of her appointment, reimburse her reasonable expenses incurred in the discharge of your roles/duties.

7. Confidentiality

All information acquired during her tenure of directorship is confidential and should not be disclosed, either during her tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any stock exchange or regulatory body. In the latter case, she would be required to suitably inform the Chairman of such an event or disclosure. She should direct any media queries or approaches to the appropriate spokesperson within the Company. On reasonable request, she shall surrender any documents and other materials made available to her by the Company.

8. Dealings in shares

She is required to comply with the Company's Insider Trading Code of Conduct. This code inter alia prohibits the Directors from dealing in the Company's shares during the period when the trading window is closed.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



She is also required to comply with the applicable SEBI insider trading laws and regulations.

9. Evaluation

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and the Directors on an annual basis. Her appointment and re-appointment on the Board shall be subject to the outcome of the yearly evaluation process.

10. Disclosure of Interest

It is expected that any interest she may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated.

11. Termination

- She may resign from her position at any time and she wish to do so, she is requested to serve a reasonable written notice to the Board.
- Continuation of her appointment is contingent on her getting re-elected by the shareholders in accordance with provisions of the Companies Act, 2013, listing agreement and the Articles of Association of the Company, from time to time enforce. She will not be entitled to any compensation if the shareholders do not re-elect you at any time.
- Her appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company.

The board recommends the said resolution to be passed as special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Sandhya Kohli himself, in any way concerned or interested, in the said resolution.

Other requisite details of Ms. Sandhya Kohli pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



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Other details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Sr. no	Details of the events that needs to be provided	Particulars
1.	Reason for change viz. appointment, resignation, removal, death and otherwise	Board had appointed Ms. Sandhya Kohli (DIN: 10527387) as Additional Director (Non- Executive Director designated as Independent Director) w.e.f., 16th December, 2024.
2	Terms of appointment/Cessation Ms. Sandhya Kohli (DIN: 10527387) as Additional	Ms. Sandhya Kohli (DIN: 10527387) as Additional
3	Date of Appointment	16th December, 2024
4	Brief Profile	Ms. Sandhya Kohli (DIN: 10527387) has a vast experience of more than 10 years in the field of finance and related work..
5	Disclosure of relationships between Director	Ms. Sandhya Kohli (DIN: 10527387) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.

**For and on Behalf of Board of Directors
Rotographics (India) Limited**

Sd/-

**Divya
Company Secretary
M. No.: A56206**

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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