



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Rotographics (India) Limited will be held on Tuesday, 09th April, 2024 at 12:00 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 Unit No. 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi 110076, which shall be deemed venue of EGM.

SPECIAL BUSINESSES:

1. **Regularization of Additional Director, Mr. Manish Kumar Kori (DIN-10426839) 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 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. Manish Kumar Kori (DIN-10426839) who was appointed pursuant to Section 161 of the Act as an Additional Director of the Company with effect from 11th January, 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 January 11, 2024 at such terms and conditions including the remuneration as detailed in the explanatory statement.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Unit No. 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi 110076

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



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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."

2. Regularization of Additional Director, Mr. Prem Nath (DIN-10426779) by appointing him as a Non-Executive Non-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 152 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or reenactments thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Articles of Association of the Company, read with Rules made thereunder and Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and approval of the Nomination and Remuneration Committee and Board of Directors, Mr. Prem Nath (DIN- 10426779) who was appointed pursuant to Section 161 of the Act as an Additional Director of the Company with effect from 11th January, 2024, be and is hereby appointed as a Director (Non-Executive and Non-

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Independent), liable to retire by rotation on such remuneration as may be decided by the Board of Directors.

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."


3. Regularization of Additional Director, Ms. Ekta Garg (DIN-10442326) 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. Ekta Garg (DIN- 10442326) who was appointed pursuant to Section 161 of the Act as an Additional Director of the Company with effect from 11th January, 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."

By Order of Board of directors
For **ROTOGRAPHICS (INDIA) LIMITED**


Manish Kumar Kori
Designation: Executive Director
DIN No. 10426839

Place: New Delhi
Date: 14.03.2024

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NOTES:

- (1) General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), and other applicable laws, rules and regulations, that the resolution as set out in this notice, is proposed to be passed by the Shareholders by remote e-voting only. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
- (2) A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
- (3) The Members can join the EGM 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 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 without restriction on account of first come first served basis.
- (4) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (5) 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. For this purpose, the Company has taken services of 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 will be provided by NSDL.
- (6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at

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<https://rotoindia.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 06th April, 2024 at 09:00 A.M. and ends on 08th April, 2024 at 05:00 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. 02nd April, 2024, 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 02nd April, 2024.

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 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.nsdl.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 e-Voting period. If you are not registered for IDeAS e-Services, option to

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	<p>register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </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

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	<p>System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is 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. 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.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.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.
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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.
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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
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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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B) Login Method for e-Voting 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:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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3. Now you are ready for e-Voting as the Voting page opens.
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.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013) at evoting@nsdl.co.in

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:

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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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.

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By Order of Board of directors
For **ROTOGRAPHICS (INDIA) LIMITED**

Manish



Manish Kumar Kori
Designation: Executive Director
DIN No. 10426839

Place: New Delhi
Date: 14.03.2024

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.1: Regularization of Additional Director, Mr. Manish Kumar Kori (DIN- 10426839) by appointing him as Whole Time Director (Executive Director-Operations) of the Company

Mr. Manish Kumar Kori (DIN- 10426839) 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. Manish Kumar Kori 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.

The Company has received all statutory disclosures / declarations from, Mr. Manish Kumar Kori, 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. Manish Kumar Kori 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:** Upto Rs. 3,00,000/- (Rupees Three Lakhs) per annum, with 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.

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- 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 Mediclaim 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. Manish Kumar Kori himself, in any way concerned or interested, in the said resolution.

Other requisite details of Mr. Manish Kumar Kori 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.

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. Manish Kumar Kori (DIN:10426839) as Whole Time Director of the Company.
2.	Terms of appointment	Mr. Manish Kumar Kori (DIN: 10426839) has been appointed as Whole Time Director of the Company.
3.	Date of Appointment	11 th January, 2024.

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4.	Brief Profile	Mr. Manish Kumar Kori (DIN: 10426839) has a vast experience of more than 15 years in the field of Marketing and Sales.
5.	Disclosure of relationships between Director	Mr. Manish Kumar Kori (DIN: 10426839) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.

Item No. 2: Regularization of Additional Director, Mr. Prem Nath (DIN-10426779) by appointing him as a Non-Executive Non-Independent Director of the Company

Mr. Prem Nath (DIN-10426779) 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. Prem Nath as Non-Executive Non Independent Director on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 2 for approval by the members of the Company.

The Company has received all statutory disclosures / declarations from, Mr. Prem Nath, 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 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 Mr. Prem Nath to the office of Non-Executive Non-Independent Director.

TERMS OF APPOINTMENT

- His appointment as Non-Executive Non-Independent Director of the Company is subject to the provisions of the companies Act, 2013.
- As per the act, the terms and remuneration of Non-Executive Director recommended by Nomination and Remuneration committee and approved by the members and he shall be entitled to receive such remuneration.
- 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.
- Leave Travel Assistance:** Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.

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- v. **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 Mediclaim Insurance Schemes as per the rules of the Company.
- vi. **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.
- vii. **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.
- viii. **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. Prem Nath himself, in any way concerned or interested, in the said resolution.

Other requisite details of Mr. Prem Nath 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.

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. Prem Nath (DIN: 10426779) Non-Executive & Non- Independent Director.
2.	Date of Appointment	11 th January, 2024.
3.	Brief Profile	Mr. Prem Nath (DIN: 10426779) has a vast experience of more than 35 years in the field of Production and Business Operations.
4.	Disclosure of relationships between Director	Mr. Prem Nath (DIN: 10426779) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.

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Item no. 3: Regularization of Additional Director, Ms. Ekta Garg (DIN-10442326) by appointing her as a Non-Executive Independent Director of the Company

Ms. Ekta Garg (DIN-10442326) 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. Ekta Garg 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. 3 for approval by the members of the Company.

The Company has received all statutory disclosures / declarations from, Ms. Ekta Garg, 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. Ekta Garg 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 **11th January, 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

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

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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.

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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. Ekta Garg himself, in any way concerned or interested, in the said resolution.

Other requisite details of Ms. Ekta Garg 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.

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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. Ekta Garg (DIN: 10442326) as an Independent Women Director.
2.	Date of Appointment	11 th January, 2024
3.	Brief Profile	Ms. Ekta Garg (DIN: 10442326) has an experience of 10 years in the field of HR and Administrations.
4.	Disclosure of relationships between Director	Ms. Ekta Garg (DIN: 10442326) is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.

By Order of Board of directors
For **ROTOGRAPHICS (INDIA) LIMITED**


Manish Kumar Kori
Designation: Executive Director
DIN No. 10426839



Place: New Delhi
Date: 14.03.2024

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