

## NOTICE

Notice is hereby given that the 45<sup>th</sup> Annual General Meeting of the Members of Rotographics (India) Limited will be held on Wednesday, the 30<sup>th</sup> day of September 2020, via video conferencing / other audio visual mode at 10.00 A.M to transact the following business as:

### ORDINARY BUSINESS

1. To consider and adopt: a. the Audited Financial Statement of the Company for the Financial Year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place Mr. Naresh Kumar Bansal (DIN: 00681525), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. Appointment of Statutory Auditors to fill casual vacancy

To consider and if thought fit, to pass, with or without modification, the following resolution as an **ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 27.08.2020 M/s. A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088), Noida, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kumar Grover & Co, Chartered Accountants (Firm Registration No. 001240N), New Delhi.”

#### 4. Appointment of Statutory Auditor

To Consider and if thought fit to pass, the following as **Ordinary Resolutions:-**

“**RESOLVED THAT**, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the Fiftieth Annual General Meeting, to conduct the audit for the financial year 2020-21 at remuneration on mutual consultation with the said auditors.”

#### 5. Reappointment of Director who has crossed 75 years of age

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

“**RESOLVED THAT** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to **Mrs. Chanchala Burman (DIN: 00720455)**, Director of the Company, to continue to hold office of Non- Executive Promoter Director of the Company notwithstanding that Mrs. Chanchala Burman (DIN: 00720455), has already crossed 75 years of age.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

#### 6. Appointment of Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Pankaj Kumar Bansal (DIN:08773057)**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 1st April, 2020 Upto 31st March, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Rotographics (India) Limited**

**Poonam Saxena  
Company Secretary**

**Place: New Delhi**

**Date: 05.09.2020**

Regd. Office: Unit No 8 Ground Floor Pocket M,  
Sarita Vihar, New Delhi, 110076  
Website: www.rotointia.co.in,  
Email info@rotointia.co.in  
Phone: 011-47366600

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is **not available** for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 18<sup>th</sup> September 2020 (the “Cut-off Date”) only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the Cut-off date.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations

& Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rotoindia.co.in](http://www.rotoindia.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. 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 and MCA Circular No. 20/2020 dated May 05, 2020.

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

**The remote e-voting period begins on 27<sup>th</sup> September, 2020 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

The remote e-voting facility shall be available during the following period:

<b>Commencement of remote e-voting:</b>	From 9:00 A.M. (IST) on Sunday, 27 <sup>th</sup> September, 2020
<b>End of remote e-voting:</b>	Up to 5:00 P.M. (IST) on Tuesday, 29 <sup>th</sup> September, 2020

#### **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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you*

*Log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below :**

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

**a) For Members who hold shares in demat account with NSDL.**

**8 Character DP ID followed by 8 Digit Client ID**

**For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.**

**b) For Members who hold shares in demat account with CDSL.**

**16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\***

**c) For Members holding shares in Physical Form.**

**EVEN Number followed by Folio Number registered with the company**

**For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\***

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.  
  
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) ***If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered***

**6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:**

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8. Now, you will have to click on "**Login**" button.**

**9. After you click on the "**Login**" button, Home page of e-Voting will open.**

## **Details on Step 2 are given below:**

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Purbey31@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to 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:**

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

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [info@rotoindia.co.in](mailto:info@rotoindia.co.in)
6. 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](mailto:info@rotoindia.co.in). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. **Please note the following:**

The Board of Directors has appointed Manoj Purbey & Associates, Company Secretaries, as the Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner

The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 (forty eight) hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

### **Item No. 3**

M/s. Kumar Grover & Co., Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments to act as Statutory Auditor of Rotographics (India) Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended at its meeting held on 27<sup>th</sup> of August, 2020, that M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088) ,be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kumar Grover & Co., Chartered Accountants.

M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

#### **Item No. 4**

**M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088)**, have been proposed for appointment as the Statutory Auditors of the Company in the 45<sup>th</sup> AGM of the company for a period of five years, i.e. until the conclusion of the 50<sup>th</sup> AGM of the company, subject to approval of the members of the company .

M/s A P T & Co. LLP, Chartered Accountants have tendered their consent along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

#### **Item No. 5**

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Though Mrs. Chanchala Burman (DIN: 00720455), has already crossed 75 years of age during the term of her appointment, she can hold office under the erstwhile resolution. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mrs. Chanchala Burman (DIN: 00720455) has extensive experience in the field of finance, accounts, corporate strategy as well as general management having worked in many business enterprises.

The Board is of the opinion that Mrs. Chanchala Burman (DIN: 00720455), holds rich and diverse experience and she is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. She is also a person of integrity who possesses required expertise and his association as Non-Executive Director will be beneficial to the Company.

#### **Item No. 6**

Mr. Pankaj Kumar Bansal (DIN: 08773057), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, is proposed to be appointed as the independent director of the company, subject to the approval of the members of the company.

Upon appointment, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, he will not be liable to retire by rotation, for a term of five consecutive years.

**By order of the Board of Directors  
For Rotographics (India) Limited**

**Poonam Saxena  
Company Secretary**

**Place: New Delhi**

**Date: 05.09.2020**

**Regd. Office: Unit No 8 Ground Floor Pocket M,**

**Sarita Vihar, New Delhi-110076**

**Website: [www.rotointia.co.in](http://www.rotointia.co.in),**

**Email [info@rotointia.co.in](mailto:info@rotointia.co.in)**

**Phone: 011-47366600**

**ANNEXURE TO THE NOTICE DATED 05<sup>TH</sup> SEPTEMBER 2020 – ITEM NO. 2, 5 & 6**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2**

<b>Particulars</b>	<b>Mr. Naresh Kumar Bansal</b>	<b>Mrs. Chanchala Burman</b>	<b>Mr. Pankaj Kumar Bansal</b>
DIN	00681525	00720455	08773057
Date of Birth	28.10.1956	29.05.1946	30.08.1973
Date of Appointment	24/03/2014	24.03.2014	-
Qualification	Graduate	Graduate	Chartered Accountant
Experience in Specific functional areas	Rich experience in the areas of finance & banking	Rich experience in Paper Industry	Rich experience in the areas of finance & banking, Auditing & Taxation, CAPEX Management, etc.
Other Directorship in /Public Listed Companies	None	RGL Ecopak Limited	None
Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Stakeholders' Relationship Committee	NA	NA
Number of shares held in the company	0	321700	0
Relationship with any Director(s) of the Company	None	Mr. Pratap Burman (Spouse)	None