

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd. Office: E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi -110092

Website: www.rotointia.co.in Email info@rotoindia.co.in Phone: 011-42334176, 47366600

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of Rotographics (India) Limited will be held on Monday, the 26th day of September 2016, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 10:30 A. M. to transact the following business as:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the company for the financial year ended on 31st March, 2016 and the reports of the Board of Directors and Auditors' thereon.
2. Appointment of Statutory Auditor

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s. Kumar Grover & Co, Chartered Accountants, New Delhi, (Firm Registration No 001240N) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. J.K Monga & Associates., Chartered Accountants, New Delhi, the Statutory Auditor of the Company, who have not offered themselves to continue as the Statutory Auditor of the Company; to hold office for the first term of five years, from the conclusion of forty first Annual General Meeting until the conclusion of forty six Annual General Meeting of the Company (subject to ratification of the appointment by the Members at every subsequent Annual General Meeting), at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

SPECIAL BUSINESS

3. **Re-appointment of Mr. Pratap Burman, (DIN: 00595389) as Director**

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, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of **Mr. Pratap Burman, (DIN: 00595389)** as Non Executive, Promoter Director of the Company be and is hereby approved, and he will be liable to retire by rotation, with effect from the date of this Meeting.

4. **Re-appointment of Mr. Naresh Kumar Bansal, (DIN: 00681525) as Director**

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, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment

of Mr. Naresh Kumar Bansal, (DIN: 00681525), as Executive Director of the Company be and is hereby approved, and he will be liable to retire by rotation, with effect from the date of this Meeting.

5. Re-appointment of Mr. Bapi Karmakar, (DIN: 02404342) as Director

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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of Mr. Bapi Karmakar, (DIN: 02404342), as Executive Director of the Company be and is hereby approved, and he will be liable to retire by rotation, with effect from the date of this Meeting

6. Appointment of Mr. Anil Kumar, (DIN: 06940017) as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Anil Kumar, (DIN: 06940017), as Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, he not being a director liable to retire by rotation.”

7. Appointment of Mr. Surendran Paramu , (DIN: 07602763) as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Surendran Paramu, (DIN: 07602763), as Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, he not being a director liable to retire by rotation.”

8. To appoint Mr. Pratap Burman, (DIN: 00595389) as Chairman of the Company.

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, **Mr. Pratap Burman, (DIN: 00595389)**, be and is hereby appointed as Chairman of the Company for a period of five years.

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

Place: New Delhi
Date: 01st September 2016

Pratap Burman
Executive Director

Notes:

As Rotographics (India) Limited, being a listed company, is compulsorily required to provide remote e-voting facility to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 41st AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and forms part of this Notice.
2. The profile of the Directors seeking appointment/reappointment, as required in terms of regulation 36 of SEBI (LODR) Regulations 2015 annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
4. A person can act as proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
5. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. The Register of Members and Share Transfer Registers of the Company will remain closed from 23rd September, 2016 to 26th September, 2016 (both days inclusive).
7. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No.3 to 8 is Annexed hereto.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company.
10. Members seeking further information about the accounts are requested to write atleast 10 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
11. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
12. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
13. **Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.**
14. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

15. Members may also note that the Notice of 41st Annual General Meeting and Annual Report for the year 2015-2016 is also available on the website of the Company www.rotointia.co.in for their download
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circular etc. from the Company electronically.
17. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. The cutoff date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be 22nd September 2016.

The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.

18. The results of voting shall be declared at the Registered Office of the Company within 3 days of the conclusion of the Annual General Meeting by the chairman of the meeting and shall also be displayed at the website of the company www.rotointia.co.in

PROCESS FOR MEMBERS OPTING FOR E-VOTING

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b) person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on 22nd September 2016 (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
- c) At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by remote e-voting shall be entitled to cast their vote through Ballot papers
- d) **Instructions For Remote E-Voting Are As Under**

Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- a) Click on Shareholder – Login
- b) Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)
- c) Click Login
 1. Home page of "e-Voting" appears. Click on e-Voting-Active Voting Cycles
 2. Select E-Voting Event Number (EVEN) of Rotographics (India) Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period, whichever is earlier).
 3. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from Friday, 23rd September 2016 at 9:00 am and ends on Sunday, 25th September 2016 at 5:00 pm.
 4. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 5. Once you have voted on the resolution, you will not be allowed to modify your vote.

The remote e-voting period shall commence on Friday, 23rd September 2016 at 9:00 am and ends on Sunday, 25th September 2016 at 5:00 pm During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September 2016 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

- d) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 22nd September 2016 may obtain their USER ID and password for remote e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020 or NSDL.
- f) In case of queries, you may refer the “Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members” available at the ‘downloads’ section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information:
Phone No. +91 22 24994600/24994738, Toll Free no. 1800222990
- g) The Board of Directors has appointed Mr. Manoj Kumar Purbey of M/s. Manoj Purbey & Associates., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
- h) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
- i) The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.rotaindia.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No.3 to 8 of the accompanying Notice dated 01st September 2016.

In respect of Item No. 3

Mr. Pratap Burman, Director of the company retires from office by rotation and being eligible, and offers himself for reappointment as director but in Non Executive capacity.

The other details of Mr. Pratap Burman in terms of **Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Reg 2015**, is annexed to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Pratap Burman is concerned or interested in the Resolution at Item No. 3 of the Notice.

In respect of Item No. 4

The Board of Director, on recommendation of Nomination and Remuneration committee, at their meeting held on 12.08.2016, decided to re appoint Mr. Naresh Kumar Bansal as executive and non independent director and his appointment shall be subject to retirement by rotation as provided in the Act but he shall be eligible for re- appointment.

In respect of Item No. 5

The Board of Director, on recommendation of Nomination and Remuneration committee, at their meeting held on

12.08.2016, decided to re appoint Mr. Bapi Karmakar as executive and non independent director and his appointment shall be subject to retirement by rotation as provided in the Act but he shall be eligible for re-appointment.

In respect of Item No. 6 & 7

In terms of Section 149(11) of the Act, an independent director can hold office for two terms of up to 5 consecutive years each on the board of the Company. Pursuant to Section 149 of the Act, the tenure of an independent director before commencement of the Act is not to be reckoned when calculating the maximum term of office of the independent director. Accordingly, it is proposed to appoint Mr. Anil Kumar and Mr. Surandran Paramu Directors, as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from the date of this Annual General Meeting, as set out at Item Nos. 6&7 of this Notice. Notices, as required under Section 160 of the Act, have been received from a Member proposing the candidature of the said Directors as Independent Directors of the Company.

In respect of Item No. 8

The Board of Directors at its meeting held on 12.08.2016, has approved re-appointment of Mr. Pratap Burman as the Non-Executive Chairman of the Company for a period of 5 (Five) years with effect from the date of 41st Annual General meeting of the company, subject to the necessary approval(s).

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

Place: New Delhi
Date: 01st September 2016

Pratap Burman
Executive Director

Annexure A to the notice

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Reg 2015 the brief profile of Directors eligible for appointment/re-appointment vide item no. 3 to 8 is as follows:

Particulars	Mr. Pratap Burman	Mr. Surendran Paramu	Mr. Naresh Kumar Bansal	Mr. Bapi Karmakar	Mr. Anil Kumar
DIN	00595389	07602763	00681525	02404342	06940017
Date of Birth	18.05.1944	17/05/1959	28.10.1956	16.08.1973	13.12.1978
Date of Appointment	16.01.1976	-	24/03/2014	30.05.2008	02/08/2014
Qualification	Graduate	Graduate	Graduate	Graduate	Chartered Accountant
Experience in Specific functional areas	Industrialist & Rich experience in Paper Industry	Rich Experience in Trading	Rich experience in the areas of finance & banking	Rich experience in general management	Rich experience in finance, audit & taxation
Directorship held in other listed entities	None	None	None	None	None
Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholders' Relationship Committee	None	Audit Committee Nomination & Remuneration Remuneration Stakeholders' Relationship Committee	Audit Committee	Audit Committee Nomination & Remuneration Committee
Number of shares held in the company	578600	300	0	0	0
Relationship with any Director(s) of the Company	Mrs. Chanchala Burman	None	None	None	None