

Date: 30.08.2019

Department of Corporate Services/Listing **BSE** Limited Phiroze Jeejeebhoy Towers. Dalal Street, Fort Mumbai -400001

Scrip Code: 539922

Symbol: RGIL

Manager Listing Ahmadabad Stock Exchange A-2, Kamdhenu Complex, Opposite Sahajanand College, Panjara Pol, Ahmedabad, Gujarat 380015

Sub: Submission of Copy of the Notice for 44th Annual General Meeting

Dear Sir.

Enclosed please find copy of the Notice for 44th Annual General Meeting of Rotographics (India) Limited, to be held on Monday, 23rd September, 2019 at 09:00 A.M. at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi - 110028.

This is for your information and records please.

Thanking you,

Yours faithfully

For Rotographics (India) Limited

Company Secretary &

Compliance Officer

(World Sagir)



Encl: As above

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED

Registered Office: Unit No. 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi 110076 Ph.: 011-47366600 Email id: info@rotoindia.co.in, Website: www.rotoindia.co.in

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the members of Rotographics (India) Limited will be held on Monday, the 23rd day of September 2019, at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi - 110028 at 09.00 A.M. To transact the following business as:

ORDINARY BUSINESS

- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
 - "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To appoint Mrs. Chanchala Burman (DIN: 00720455), who retires by rotation as a Director and in this regard, 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, Mrs. Chanchala Burman (DIN: 00720455), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

- 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 Mr. Pratap Burman (DIN: 00595389), Director of the Company, to continue to hold office of Non-Executive Promoter Director of the Company notwithstanding that Mr. Pratap Burman 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 authorised 'Committee' thereof) be and is hereby authorised 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."

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

Place: New Delhi **Mohd Sagir** Date: 26.08.2019 Company Secretary

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

Sarita Vihar New Delhi 110076 Website: www.rotoindia.co.in, Email info@rotoindia.co.in Phone: 011-47366600

Notes:

- 1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
- 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.
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
- 4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- 5. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- 7. In terms of the provisions of Section 152 of the Act, Smt. Chanchala Burman, Director, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend her respective re-appointment. Smt. Chanchala Burman is interested in the Ordinary Resolutions set out at Item Nos. 2 of the Notice with regard to her re-appointment. Shri Pratap Burman, Chairman, being related to Smt. Chanchala Burman may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 & 2 of the Notice.
- 8. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "**Annexure**" to the Notice.
- 9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of Annual Report.
- 10. 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 at the Meeting.
- 11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- 12. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Skyline, RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

Members holding shares in physical mode are:

- a) Required to submit their Permanent Account Number (PAN) and bank account details to the Company / our RTA, if not registered with the Company, as mandated by SEBI.
- b) Advised to register nomination in respect of their shareholding in the Company.

c) Requested to register / update their e-mail address with the Company / our RTA for receiving all communications from the Company electronically.

Members holding shares in electronic mode are:

- a) Requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- b) Advised to contact their respective DPs for registering nomination.
- c) Requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

Non-Resident Indian members are requested to inform our RTA / respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 13. The Register of Members and Share Transfer Registers of the Company will remain closed from Monday, 16th September, 2019 to Monday, 23rd September, 2019 (both days inclusive).
- 14. The Notice of the 44th Annual General Meeting and Annual Report for the year 2018-19 is being sent to all the members, whose names appear in the register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on close of business hours on Friday, 30th August, 2019. Any Person acquires the shares and became member after dispatch of notice and annual report can obtain the same by downloading it from the company's website: www.rotoindia.co.in.
- 15. Members seeking further information about the accounts are requested to write at least 10 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
- 16. 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.
- 17. 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.
- 18. Members may also note that the Notice of 44th Annual General Meeting and Annual Report for the year 2018-2019 is also available on the website of the Company www.rotoindia.co.in for their download.
- 19. 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 cut-off date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be Friday, 13th September 2019.
- 20. 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.
- 21. The results of voting shall be declared at the Registered Office of the Company within 3 (three) 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.rotoindia.co.in

22. Voting through Electronic Means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide to members, a facility to exercise their right to vote at the Annual General Meeting 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).

The Company has approached NSDL for providing remote e-voting services through e-voting platform. In

this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Bank on remote e-Voting system.

The Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link https://www.evoting.nsdl.com or link https://www.rotoindia.co.in

- 23. The remote e-voting period shall commence on Friday, 20th September, 2019 at 9:00 am and ends on Sunday, 22nd September, 2019 at 5:00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 09th September 2019 (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.
- 24. Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on 13th September 2019 (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.
- 25. 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.
- 26. Instructions for E-voting are as under:

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 Step1 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:
- 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******).
- 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 are 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 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. minda.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 minda.pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password? "(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com https://www.evoting.nsdl.com/
 - b) "Physical User Reset Password?https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/ PhysicalUser.jsp>" (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.
- 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.

- 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 the Company.
- 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; info@rotoindia.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?https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp" option available on www.evoting.nsdl.com http://www.evoting.nsdl.com http://www.evoting.nsdl.com http://www.evoting.nsdl.com https://www.evoting.nsdl.com <a href="https://www.e

27. Voting at AGM

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by way of Ballot Paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

28. Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote evoting as well as voting at the AGM by way of Ballot Paper.

- 29. The Board of Directors have appointed Mr. Manoj Kumar Purbey, Practicing Company Secretary (Membership No. FCS: 6063), as the Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner
- 30. 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
- 31. The route map of the venue of the Meeting is given in the Notice.

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

Item No. 3

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 Mr. Burman can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Pratap Burman has extensive experience in the field of finance, accounts, corporate strategy as well as general management having worked in many business enterprises. Apart from being a Director on the Board, Mr. Burman is also part of Stakeholders Relationship Committee & Nomination and Remuneration Committee, has been effectively performing his duties and providing valuable guidance to the Company.

The Board is of the opinion that Mr. Burman's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Director will be beneficial to the Company.

Mr. Pratap Burman, and Mrs. Chanchala Burman, being related to Mr. Pratap Burman may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, above Special Resolution. Your Directors recommend the above Resolution set out in Item No. 3 as a Special Resolution for your approval.

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

Place: New Delhi
Date: 26.08.2019

Mohd Sagir
Company Secretary

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

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

Particulars	Mr. Pratap Burman	Mrs. Chanchala Burman
DIN	00595389	00720455
Date of Birth	18.05.1944	29.05.1946
Date of Appointment	16.01.1976	24.03.2014
Qualification	Graduate	Graduate
Experience in Specific functional areas	Industrialist & Rich experience in Paper Industry	Rich experience in Paper Industry
Other Directorship in Companies/LLP	TRAUN Papers Private Limited LNB Commercial Private Limited RGL Ecopak Limited	TRAUN Papers Private Limited LNB Commercial Private Limited RGL Ecopak Limited
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholders' Relationship Committee, Nomination and Remuneration Committee	NA
Number of shares held in the company	578600	321700
Relationship with any Director(s) of the Company	Mrs. Chanchala Burman	Mr. Pratap Burman

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info.rotoindia.co.in Regd. Office: Unit No 8 Ground Floor Pocket M, Sarita Vihar, New Delhi - 110076

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L74899DL1976PLC008036	
Name of the company:	ROTOGRAPHICS (INDIA) LIMITED	
Registered office:	Unit No 8 Ground Floor Pocket M, Sarita Vihar, New Delhi - 110076	
Name of the member(s):		
Registered address:		
Email Id:		
Folio No./Client Id:		
DP ID:		

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	Address:	
	E-mail Id:	Signature:	
2	Name:	Address:	
	E-mail Id:	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual general meeting of the company, to be held on the 23rd day of September 2019 at 09:00 A.M at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi -110028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed	
	Ordinary Business	
1	Adoption of Financial Statements, Reports of the Board of Directors and Auditors	
2	Re-appointment of Mrs. Chanchala Burman (DIN: 00720455) as Director Special Business	
3	Re-appointment Mr. Pratap Burman (DIN: 00595389), even after age of 75 years.	

Signed this..... day of...... 2019

Signature of shareholder;

Signature of Proxy holder(s);

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

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info@rotoindia.co.in Regd. Office: Unit No 8 Ground Floor Pocket M, Sarita Vihar, New Delhi - 110076

ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT

I hereby record my presence at the 44th Annual General Meeting to be held on Monday, 23rd September 2019, at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi -110028 at 09:00 A. M.

Name of shareholder/Proxy. (In block Letters)	
Regd. Folio No.	
DP ID No/Client ID No. (*Not applicable if shares in physical form)	
Signature.	

ROUTE MAP OF THE VENUE OF AGM

B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi - 110028

