

ROTOGRAPHICS (INDIA) LIMITED

Regd. Office: E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi -110092
Website: www.rotointia.co.in Email info@rotointia.co.in Phone: 011-42334176, 47366600

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the members of Rotographics (India) Limited will be held on Friday, the 07th day of September 2018, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 11:00 A.M. To transact the following business as:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors

To receive, consider and adopt the Audited Financial Statements (IND AS) of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements (IND AS) of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and now submitted to this Meeting be and are hereby approved and adopted.”

2. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Naresh Kumar Bansal (DIN: 00681525) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Naresh Kumar Bansal (DIN: 00681525) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

3. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Bapi Karmakar (DIN: 02404342) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Bapi Karmakar (DIN: 02404342) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

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

Place: New Delhi
Date: 10th August 2018

Mohd Sagir
Company Secretary

Regd. Office: E-49/303, Dazall House,
Jawahar Park, Laxmi Nagar,
Delhi-110092
Website: www.rotointia.co.in
Email info@rotointia.co.in
Phone: 011-42334176

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 43rd AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. The profile of the Directors seeking appointment/reappointment, as required in terms of regulation 36 of SEBI (LODR) Regulations, 2015 is annexed.

2. M/s Kumar Grover & Co. Chartered Accountants, Delhi having Firm's registration no. 001240N were appointed as Statutory Auditors of the Company at the 41st Annual General Meeting held on Monday, the 26th day of September 2016. Pursuant to Notification issued by the Ministry of Corporate affairs on 07th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the company is not proposing an item on ratification of appointment of auditors at this AGM.

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 01st September, 2018 to 07th September, 2018 (both days inclusive).

7. The Notice of the 43rd Annual General Meeting and Annual Report for the year 2017-18 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, 3rd August, 2018. 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.rotointia.co.in.

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.

In terms of SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20-04-2018; the Company is required to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No from all the shareholders holding shares in physical form. Accordingly you are requested to kindly furnish self-attested copy of your PAN Card and original cancelled "Name printed Cheque" failing which copy of Bank Passbook / Statement attested by the Bank along with the details attached to this report.

You may send the above details to the Company's Registrar & Share Transfer Agent (RTA), SKYLINE FINANCIAL SERVICES PRIVATE LIMITED at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020 on urgent basis.

Notification bearing no SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 issued by Securities and Exchange Board of India ("SEBI"), request for effecting transfer of securities are held in dematerialized form with a depository. This amendment shall come into force unless securities are held in dematerialized form with a depository. This amendment shall come into force on the one hundred and eightieth day from the date of its publication in official gazette.

In other words, request for effecting transfer of equity shares held in physical form will not be processed from the effective date given in aforesaid notification. It shall be mandatory to convert physical holding into electronic mode i.e. demat, before placing the request for effecting the transfer of shares.

In view of the aforesaid notification, all the shareholders holding shares in physical form are further being advised to convert their shareholding from physical form to Demat form with a Depository Participant of their choice.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. Members may also note that the Notice of 43rd Annual General Meeting and Annual Report for the year 2017-2018 is also available on the website of the Company www.rotoindia.co.in for their download.

15. 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, and Circular etc. from the Company electronically.

16. 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 01st September 2018.

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.

17. 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

18. Voting option:

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 Bank is pleased to provide members 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>

19. The remote e-voting period shall commence on Tuesday, 04th September, 2018 at 9:00 am and ends on Thursday, 06th September, 2018 at 5:00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 01st September 2018 (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.

20. Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 01st September 2018 (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.

21. 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.

22. 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/](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 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*****).
- 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? <<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp>>"(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?<<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/NewUser.jsp>> or "Physical User Reset Password?" <<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp>>" option available on www.evoting.nsdl.com <<http://www.evoting.nsdl.com>> to reset the password.

23. 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.

24. 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 e-voting as well as voting at the AGM by way of Ballot Paper.

25. 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

26. 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

27. The route map of the venue of the Meeting is given in the Notice.

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

Place: New Delhi
Date: 10th August 2018

Mohd Sagir
Company Secretary

Regd. Office: E-49/303, Dazall House,
Jawahar Park, Laxmi Nagar,
Delhi -110092
Website: www.rotoindia.co.in
Email info@rotoindia.co.in
Phone: 011-42334176

ANNEXURE TO THE NOTICE DATED 10TH AUGUST 2018 – ITEM NO. 2 & 3**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. Naresh Kumar Bansal	Mr. Bapi Karmakar
DIN	00681525	02404342
Date of Birth	28.10.1956	16.08.1973
Date of Appointment	24.03.2014	30.05.2008
Qualification	Graduate	Graduate
Experience in Specific functional areas	Rich experience in the areas of finance & banking	Rich experience in general management
Other Directorship in Companies/LLP	None	None
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Stakeholders' Relationship Committee	None
Number of shares held in the company	0	0
Relationship with any Director(s) of the Company	None	None

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info.rotointia.co.in

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

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:	E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi -110092
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 43rd Annual general meeting of the company, to be held on the 07th day of September 2018 at 11:00 A.M at 26, Sunder Van, Vasant Kunj, New Delhi -110070 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 Mr. Naresh Kumar Bansal, (DIN: 00681525) as Director
3	Re-appointment of Mr. Bapi Karmakar, (DIN: 02404342) as Director

Signed this..... day of..... 2018

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

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 43rd Annual General Meeting to be held on Friday, 07th September 2018, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 11:00 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
26, Sunder van, Vasant Kunj New Delhi 110070**

