



Transcript of 47th Annual General Meeting held on 29th September 2022.

“Please note that the transcript has been edited for the purpose of clarity and accuracy”.

Company Secretary:

Good Morning, Respected Members, Dignitaries, Directors and Auditors. I am Ankit Bansal, Company Secretary & Compliance officer. I welcome all of you to the 47th Annual General Meeting of your Company. This meeting is being held through video conferencing in accordance with the circular issued by Ministry of Corporate Affairs applicable provisions of the Companies Act 2013 and SEBI listing regulations. The proceedings of this meeting are being webcast live for all our shareholders as per the details provided in the notice of the Annual General Meeting. The proceedings of this meeting are also being recorded for compliance purposes. In accordance with the provisions of the Companies Act and SEBI listing regulations members have been provided with the facility to exercise their right to vote by electronic means both through remote e-voting facility and e-voting at the Annual General Meeting.

Remote e-voting facility was made available to all the members from 9:00 A.M. on 26th September, 2022 till 5:00 P.M. on 28th September, 2022. The cut-off date of holding shares was 22nd September, 2022. Members joining the meeting through video conferencing facility who have not yet cast their vote by means of remote e-voting may vote through the e-voting facility provided at this Annual General Meeting. The e-voting platform is open now for voting and we will close 15 minutes from the time of closure of this meeting. The members who have cast their votes by remote e-voting prior to this meeting are requested not to cast their vote once again. The Board of Directors has appointed Manoj Purbey & Associates, Practicing Company Secretaries as the scrutinizer for this meeting. Based on the report of the scrutinizer the combined results of remote e-voting and the e-voting on the website done at the meeting

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today will be announced and displayed on the website of the company and will also be submitted to the stock exchanges as per the requirements under the SEBI regulations. The Company has taken all feasible steps to ensure that the shareholders are provided an opportunity to participate in the Annual General Meeting and vote.

Now I would like to introduce the persons on dais.

Mr. Naresh Kumar Bansal

Director cum Chief Financial Officer

Mrs. Chanchala Burman (Executive Director), Mr. Pratap Burman (Non-Executive Director), have also joined us from their respective locations.

Mr. Naresh Kumar Bansal Chairman of the 47th Annual General Meeting is not only a Director of the company but also acting as a Chief Financial Officer. He has more than 35 years' experience in the field of Accounts & Finance. Now I request Mr. Chairman to take forward the proceedings of the meeting.

Chairman

Thank You Ankit

Good morning, ladies and gentlemen. First let me introduce myself. My name is Naresh Kumar Bansal, Chairman of the 47th Annual General Meeting of Rotographics (India) Limited. On behalf of the Board of Directors and the company, it is indeed my privilege to welcome all of you to the 47th AGM of your Company being conducted through video conferencing facility. As you know this is the third AGM now being conducted virtually. I Pray to God that from next year we together physically join the AGM. To begin with hope all of you and your families are well and keeping safe. Though it would have been a pleasure to meet you all in person, yet in the given circumstances I do believe that this is a safe and efficient way of transacting our

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business in the prevailing environment and I look forward to your cooperation in this smooth conduct of today's meeting thank you. –

The Company Secretary has informed me that the number of participants in this Video Conferencing required for the quorum of this meeting is present. I therefore declare the meeting valid and open.

I now request Ankit Bansal, Company Secretary, to provide general instructions to the members regarding participation in this meeting.

Company Secretary:

Members may note that this Annual General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. Facility for joining this meeting through video conference or other audio-visual means is made available for the members on a first-come-first-served basis.

The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to info@rotoindia.co.in.

As the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by NSDL.

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Members are requested to refer to the Instructions provided in the notice or appearing on the video conference page, for a seamless participation through video conference. In case members face any difficulty, they may reach out on the helpline numbers.

I now request the Chairman of AGM, Mr. Naresh Kumar Bansal to address the members.

Chairman's speech

Dear Members,

It is a pleasure to connect with all of you again, although this time we meet virtually. On behalf of the Board of Directors of Rotographics (India) Limited, I want to thank you for taking the time out to join us today. Your support and confidence in us, even in uncertain times like these, drive us to look for more ways to do more, and create greater value.

During the year under review, our gross revenue stood at Rs. 16.51 lakhs as against Rs. 15.51 Lakhs in the previous year. However, the Board of Directors does not recommend any dividend for the current financial year.

The COVID-19 pandemic was extraordinary and unprecedented. It had impacted the world and every country, business and individual. These are not easy times for any of us, and our clients are dealing with several challenges as well. However, your Company is continuously focusing on improving operating efficiencies and reducing the cost for better financial performance.

I appreciate the confidence and faith reposed by the shareholders in the Board and the Management team which has, in my view, geared up to take on more challenges. I can say with confidence the Company will improve its performance further in the coming years. This is however only possible through tireless efforts; dedication and commitment of our team who have helped us reach where we are now and look forward to their continued commitment in the journey forward.

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I now request Ankit Bansal, Company Secretary, to provide a summary of the Auditors' Report.

Company Secretary:

Thank you Chairman Sir.

The Statutory Auditors, A P T & Co LLP, and Secretarial Auditor, Manoj Purbey & Associates have expressed unqualified opinion in their respective audit reports for the financial year 2021-2022. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material impact on the functioning of the Company. The Statutory Auditor's Report and Standalone Financial Statements are available from page number 46 to 68 of the Annual Report. Secretarial Auditor Report is enclosed as Annexure E to the Board's report on page number 40 of the Annual Report. Thank you.

Now I request Chairman, Mr. Naresh Kumar Bansal to proceed further.....

Chairman

Thank you, Ankit.

As the Notice is already circulated to all the members, I take the Notice convening the meeting as read. Before we proceed, I am pleased to bring to your notice that, as required under the Companies Act, 2013, the Company had provided you all the facility to cast your vote electronically, on all resolutions set forth in the Notice.

We now take up the resolutions as set forth in the Notice. We will open the floor for any questions by members after all the resolutions are tabled.

1. Item No. 1 – Adoption of Financial Statements.

The Financial Statements of the Company for the financial year ended March 31, 2022 including the reports of Board of Directors and Auditors have already been provided to the members.

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Item No. 2–Re-appointment of Mr. Pratap Burman, Director retiring by rotation

Mr. Pratap Burman, Director who retires by rotation and, being eligible, offers himself for re-appointment.

The text of the resolutions along with the explanatory statements has been provided in the notice circulated to members.

Members please note, we have mentioned in our notice that only those shareholders will be allowed to express their views or ask questions during the meeting, who have Sent their questions in advance and have registered themselves as speaker, via email to the company.

Dear Shareholders During the meeting following question asked in chat box by the shareholders.

Mr. Sunil Samdaria in chat box asked one question regarding future plan of the company which have been answered by our Chairman Mr. Naresh Kumar Bansal

Chairman: Textile is one of the basic necessities of life and plays a pivotal role in the earnings of the country. The textiles and apparel industry in India is the second-largest employer in the country providing employment to around 4.5 crore workers including 35.22 lakh handloom workers across the country.

The domestic textile and apparel industry is projected to grow at a CAGR of 12%, upto 2025, so as to reach a level of US \$350 billion. Encouraged by the turnaround in the textile exports, India is expected to grow at a CAGR of 20% for the next 5 years so as to reach a level of US \$300 billion.

I appreciate the confidence and faith that our shareholders have on the Board and management. This is announced that the Board of Directors has appointed Manoj Purbey & Associates as Scrutinizer for conducting e-voting process. I hereby authorize the Company Secretary to declare the results of the voting and place the results on the website of the company at the earliest. The resolutions as set forth in the notice shall be deemed to be

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passed today subject to receipt of the requisite number of votes. With this, the 47th Annual General Meeting comes to an end.

I think the entire question was answered. Now I would like to propose a vote of thanks. I would like to thank the members of the Board present in the annual general meeting and for their continuous guidance and counsel. I would also like to thank all the shareholders for their continued support and faith in the Organization. Members may please know that the e-voting platform will continue to be available for the next 15 minutes. Thank you very much and see you next year. Goodbye.

The Meeting concluded at 10.45 A.M.

**For and on behalf of the Board of Directors
Rotographics (India) Limited**

**Naresh Kumar Bansal
Chairman
DIN- 00681525**

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