

**40th ANNUAL REPORT
2014-2015**

ROTOGRAPHICS (INDIA) LIMITED

Regd. Office: E-49/303, DAZALL HOUSE,
JAWAHAR PARK, LAXMI NAGAR,
DELHI 110092

Ph.: 011-42334176, 47366600

Email id: info@rotoindia.co.in

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | | |
|--------------------------|---|----------|
| Shri Pratap Burman | — | Director |
| Shri Bapi Karmakar | — | Director |
| Shri Naresh Kumar Bansal | — | Director |
| Smt Chanchala Burman | — | Director |
| Shri Anil Kumar | — | Director |

COMPANY SECRETARY

Ms. Neelam Nailwal

AUDITORS

M/S J.K Monga & Associates
Chartered Accountants,
DELHI.

BANKERS



Syndicate Bank

C-34, 1st Floor, DDA Office
Cum Shopping Complex,
Opp Moolchand Hospital,
Lajpat Nagar, New Delhi, PIN: 110 024
Telephone Number: (011) - 24611843

SECRETARIAL AUDITOR

M/S P.K.S & Associates
Company Secretaries

INTERNAL AUDITOR

Deepak Jaju & co.
D-351, Street No.12
Laxmi Nagar,
Delhi -110092.

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A 1st Floor Okhla Industrial Area
Phase 1 New Delhi 110020
Concerned person:-Virender Rana
Email: viren@skylinerta.com

REGISTERED OFFICE

E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar, Delhi 110092
Ph.: 011-42334176, 47366600
Email id: info@rotoindia.co.in
Website: www.rotoindia.co.in

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ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info@rotoindia.co.in

Regd. Office: E-49/303, DAZALL HOUSE, JAWAHAR PARK, LAXMI NAGAR, DELHI -110092

NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of the company will be held on Wednesday, the 30th day of September 2015, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 12.00 P. M. To transact the following business as:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & loss Account for the year ended on 31st March, 2015 and the Balance Sheet as on that date along with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Pratap Burman (DIN: 00595389) who retires from office by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mrs. Chanchala Burman (DIN: 00720455) who retires from office by rotation and being eligible, offers herself for reappointment.
4. To appoint Auditors 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 139 (2) and 142(1) of the Companies Act, 2013 and the companies (Audit and Auditors) Rules, 2014 the reappointment of the statutory auditors of company M/s. J. K. Monga & Associates (Reg. FR No.005747N) Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

5. **Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013:**

To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

05/09/2015

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DELHI -110092

By the order of the Board
For ROTOGRAPHICS (INDIA) LIMITED

Naresh Kumar Bansal
(Director)

CIN: L74899DL1976PLC008036

Phone: 011-42334176

Email ID: info@rotoindia.co.in Website: www.rotoindia.co.in

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 12:00 P. M. on 30th September, 2015.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from 28th September, 2015 to 30th September, 2015 (both days inclusive).
6. 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.4 is Annexed hereto.
7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
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. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. 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, Circulars etc. from the Company electronically.
11. 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, 2015.

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.

A separate communication containing all necessary instructions and relevant information is being sent separately.

12. 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

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 and Clause 35B of the Listing Agreement, 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). The detailed procedure to be followed in this regard has been given in **Annexure – A** to the notice. The members are requested to go through them carefully.

ANNEXURE TO THE NOTICE:
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

ITEM NO. 4

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AOA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AOA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be replaced in place of the existing AOA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AOA for a company limited by shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AOA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

05/09/2015

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By the order of the Board
For ROTOGRAPHICS (INDIA) LIMITED

Naresh Kumar Bansal
(Director)

CIN: L74899DL1976PLC008036

Phone: 011-42334176

Email ID: info@rotoindia.co.in **Website:** www.rotoindia.co.in

Annexure A to the notice Instructions for the voting through electronic means

- I. 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 and Clause 35B of the Listing Agreement, the Company is pleased to provide 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 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).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Rotographics (India) Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

ROTOGRAPHICS (INDIA) LIMITED

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.

- VI. In case of any 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 or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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-voting /voting at the AGM through ballot paper.
- XII. Manoj Kumar Purbey, Company Secretary (FCS No.6063) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- XIII. 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 use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. 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 three days of 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.
- XV. THE Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rotointia.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

05/09/2015

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By the order of the Board
For ROTOGRAPHICS (INDIA) LIMITED

Naresh Kumar Bansal
(Director)

CIN: L74899DL1976PLC008036
Phone: 011-42334176
Email ID: info@rotointia.co.in **Website:** www.rotointia.co.in

DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of Rotographics (India) Limited for the year ended 31st March, 2015.

1. SUMMARISED FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year figures are given hereunder

1. FINANCIAL RESULTS

| Particulars | For the year 2014-15 (Rupees in Lacs) | For the year 2013-14 (Rupees in Lacs) |
|---------------------------------------|--|--|
| Sales and other income | 75.09 | 102.19 |
| Profit before Depreciation & Tax | 1.89 | 1.72 |
| Less:- Depreciation | (0.60) | (0.70) |
| Profit before tax | 1.29 | 1.02 |
| Less:- Current Tax & Deferred tax | (.40) | (.31) |
| Profit after tax | 0.89 | 0.71 |
| | | |
| Less:- Income tax of earlier years | — | — |
| | 0.89 | 0.71 |
| Add:- Profit/(Loss) brought forward | (23.32) | (24.03) |
| Profit available for appropriation | (22.42) | (23.32) |
| Less:- Transferred to General Reserve | — | — |
| Dividend | — | — |
| Balance carried to Balance | (22.42) | (23.32) |
| Earning per share (Rs.) | 0.02 | 0.02 |

2. BUSINESS PERFORMANCE

During the financial year ended March 31st, 2015 the company has earned a profit after Tax of Rs.0.89 Lacs and your chairman Expecting the more profit in coming years.

3. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits by the Company.

4. DISCLOSURE UNDER COMPANIES ACT, 2013

- **SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2015 was Rs. 37,473,000.00. During the year under review the company has not issued any shares or any convertible instruments.

- **NUMBER OF MEETING**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year Fourteen (14) Board Meetings and Six (6) Audit Committee Meetings were convened and

held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

- **INDEPENDENT DIRECTORS' MEETING**

The Independent Director met on 16.02.2015, without attendance of Non-Independent Directors and members of the Management. The Director review performance of the Non-Independent Director and the Board as whole; the performance of the chairman of the company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

- **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR**

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

- **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has neither given any loans or guarantees nor made investments covered under the provisions of section 186 of the Companies Act, 2013.

- **COMPOSITION OF AUDIT COMMITTEE**

The Board has constituted the Audit committee which comprises of two independent Non Executive Director, One executive Director and Secretary.

5. CORPORATE GOVERNANCE

The Corporate Governance Report, which form an integral part of this Report, are set out as separate Annexure-I, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

6. ECONOMIC AND INDUSTRY SCENARIO

India is set to become the world's fastest-growing major economy by 2016 ahead of China, the International Monetary Fund (IMF) said in its recent latest forecast. India is expected to grow at 6.3 per cent in 2015, and 6.5 per cent in 2016 by when it is likely to cross China's projected growth rate, the IMF said in the latest update of its World Economic Outlook.

The government, engineering an economic rebound with a slew of reforms, has unveiled a new statistical method to calculate the national income with a broader framework that turned up a pleasant surprise: GDP in the past year 2013-14 grew 6.9 per cent instead of the earlier 4.7 per cent.

The International Monetary Fund (IMF) and the World Bank in a joint report have forecasted that India will register a growth of 6.4 per cent in 2015, due to renewed confidence in the market brought about by a series of economic reforms pursued by the government

The industry growth was muted due to economic slowdown and decrease in spending across the board. With gradual improvement in the economy and growth drivers in place such as changing lifestyles, increasing organized retail and government spending on education, the paper and board consumption is bound to increase. However, increased supply in domestic market due to new capacities and cheaper imports from ASEAN countries at zero duty are likely to pose some challenges in the short term.

The paper industry in India has become more promising as the domestic demand is on the rise. Increasing population and literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India.

According to "India Paper Industry Forecast & Opportunities, 2017" the paper industry in India is expected to grow at the CAGR of around 9.6% during 2012-2017, which will make the revenues of paper industry of India to reach up to USD 11.83 Billion by 2017

7. CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to

the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

8. HUMAN RESOURCES

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

9. RISK AND CONCERNS

Business is exposed to external and internal risks. Some risks can be predicted and minimised with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your company has been facing many risks including risk to run business due to shortage of working capital. The tight fund situation may affect company's plans to enlarge its business activities. Due to tight liquidity position, we are not able to lay hands on talented people in the industry.

9(A) BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with clause 49 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company.

10. INTERNAL CONTROL SYSTEM AND ADEQUACIES

Your company had started its business from scratch. To grow it faster, the integrity and ethical behavior of management and employees at all levels and compliance of the laws and regulations is very essential. The systems are being put in place to ensure adequate internal controls in operations of the company. Apart from statutory audit, your Company have adequate in-house internal audit practices.

11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

12. DIRECTORS

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of listing agreement.

In accordance with the provisions of Companies Act, 2013 Shri Pratap Burman (DIN: 00595389), Executive Director and Smt. Chanchala Burman (DIN: 00720455) Executive Director retires by rotation and being eligible offers themselves for re-appointment.

13. EVALUTION OF BOARD PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

14. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

15. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors, to the best of their knowledge and ability state that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The directors have prepared the annual accounts on a going concern basis.
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

16. FIXED DEPOSIT

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

17. RELATED PARTY TRANSACTION

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Accordingly the disclosure of related party transaction as required under section 134(3)(h) of the companies Act, 2013 in form AOC 2 is not applicable

18. SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS.

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

19. SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

20. AUDITORS

(I) STATUTORY AUDITOR

M/s. J. K. Monga & Associates (Reg. FR No.005747N) Chartered Accountants, were appointed as Statutory Auditors of your Company at the last Annual General Meeting held on Monday, 29th day of September 2014 upto the conclusion of next Annual general meeting. The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditor in their Report.

(II) SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **P.K.S & Associates**, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure A".

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in their Report.

21. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

22. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

23. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

24. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has not transferred any sum during the financial year 2014-15 to the investor education and protection fund established by the central government, in Compliance with Section 124(5) of the Companies Act 2013.

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

The provisions of Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. Therefore, the information relating to conservation of energy or technology absorption etc. is not given.

(a) Total Foreign Exchange earned Rs. nil (previous year Rs. Nil)

(b) Total Foreign Currency Rs. Nil

26. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

27. ACKNOWLEDGEMENT

The directors extend their sincere thanks to the Bankers, Financial Institutions, Central Government and State Government Authorities and all associated with the company for the co-operation. The directors also place on record the efforts made by the employees, workers and all other associated with the company for making their organization successful.

05/09/2015

Registered Office:
E-49/303, DAZALL HOUSE,
JAWAHAR PARK,
LAXMI NAGAR,
DELHI -110092

By the order of the Board
For ROTOGRAPHICS (INDIA) LIMITED

Pratap Burman
(Director)

Chanchala Burman
(Director)

CIN: L74899DL1976PLC008036

Phone: 011-42334176

Email ID: info@rotoindia.co.in Website: www.rotoindia.co.in

‘ANNEXURE A’
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

To,
The members,
Rotographics (India) Limited
E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar, Delhi 110092
Ph.: 011-42334176, 47366600
Email id: info@rotoindia.co.in
Website: www.rotoindia.co.in

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rotographics (India) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
6. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
7. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

As per the explanations and clarifications given to us and the representation made by the management, during the period under review there are no specific laws applicable to company

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable as not notified during the period under review).
2. The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review and as per the explanations and clarification given to us and the representation made by the company, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The company was not required to comply with the provision of other regulation listed in the Form No. MR-3 prescribed under the companies Rules, 2014 as there were no instance / events falling within the perview of these regulations during the financial year.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

CS Prasant K Sarkar
For P.K.S & Associates
Company Secretaries
CP No: 6534

Place: Delhi
Date: 05/09/2015

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE 1' and forms an integral part of this report.

To,
The members,
Rotographics (India) Limited
E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar, Delhi 110092
Ph.: 011-42334176, 47366600
Email id: info@rotoindia.co.in
Website: www.rotoindia.co.in

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS Prasant K Sarkar
For P.K.S & Associates
Company Secretaries
CP No: 6534

Place: Delhi
Date: 05/09/2015

ANNEXURE B
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

| | |
|---|--|
| 1. CIN | L74899DL1976PLC008036 |
| 2. Registration Date | 16/01/1976 |
| 3. Name of the Company | ROTOGRAPHICS (INDIA) LIMITED |
| 4. Category/Sub-category of the Company | Company limited by shares/ Indian Non Government Company |
| 5. Address of the Registered office & contact details | E-49/303,Dazall House, Jawahar Park, Laxmi Nagar Delhi 110092 |
| 6. Whether listed company | YES |
| 7. Name, Address & contact details of the Registrar & Transfer Agent, if any. | Skyline Financial Services Private Limited D-153A 1st Floor Okhla Industrial Area Phase 1 New Delhi 110020 Concerned person:-Virender Rana Email: viren@skylinerta.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Trading of Fabric | 99611319 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY / ASSOCIATE |
|----------------|---------------------------------|---------|---------------------------------|
| Not Applicable | | | |

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 01-April 2014] | | | | No. of Shares held at the end of the year [As on 31-March-2015] | | | | % Change during the year |
|--------------------------|--|----------|---------|-------------------|---|----------|--------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter s | | | | | | | | | |
| (1) INDIAN | | | | | | | | | |
| a) Individual/HUF | 0 | 28 | 1432400 | 36.79 | 0 | 3 | 946600 | 24.31 | (12.48) |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|--|---|----|---------|-------|---|----|---------|-------|-------|
| d) Bodies Corp. | 0 | 3 | 407900 | 10.48 | 0 | 3 | 893700 | 22.96 | 12.48 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total(A)(1) | 0 | 31 | 1840300 | 47.27 | 0 | 6 | 1840300 | 47.27 | 0 |
| | | | | | | | | | |
| (2) Foreign | | | | | | | | | |
| a) NRIs – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Other.... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total(A)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter (A)=(A)(1)+(A)(2) | 0 | 31 | 1840300 | 47.27 | 0 | 6 | 1840300 | 47.27 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | | | | | | | | |
| 2. Non-Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| a) Bodies Corp. | 0 | 10 | 1144300 | 29.39 | 0 | 10 | 1144300 | 29.39 | 0 |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Individual shareholders | | | | | | | | | |

| | | | | | | | | | |
|--|----------|------------|----------------|------------|----------|------------|----------------|------------|----------|
| holding nominal share capital upto Rs. 1 lakh | 0 | 434 | 278600 | 7.16 | 0 | 434 | 278600 | 7.16 | 0 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 0 | 12 | 561000 | 14.41 | 0 | 12 | 561000 | 14.41 | 0 |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Non Resident Indians | 0 | 42 | 69100 | 1.77 | 0 | 42 | 69100 | 1.77 | 0 |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Clearing Members | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(2):- | 0 | 498 | 2053000 | 52.73 | 0 | 498 | 2053000 | 52.73 | 0 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 0 | 529 | 3893300 | 100 | 0 | 504 | 3893300 | 100 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | | | | | | | | |
| Grand Total (A+B+C) | 0 | 529 | 3893300 | 100 | 0 | 504 | 3893300 | 100 | 0 |

B) Shareholding of Promoter-

| SN | Shareholder's Name | Shareholding at the beginning of the year[As on 01-April 2014] | | | Shareholding at the end of the year[As on 31-March-2015] | | | % change in shareholding during the year |
|----|------------------------------------|--|----------------------------------|--|--|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Pratap Burman | 488200 | 12.54 | 0 | 578600 | 14.86 | 0 | 2.32 |
| 2 | Chanchala Burman | 91800 | 2.36 | 0 | 321700 | 8.26 | 0 | 5.9 |
| 3. | M/S Pratap Burman Huf | 34700 | 0.89 | 0 | 46300 | 1.19 | 0 | 0.3 |
| 4. | M/S Flowpack India Pvt. Ltd | 30700 | 0.79 | 0 | 296600 | 7.62 | 0 | 6.83 |
| 5. | M/S Praxton Associates Pvt Ltd | 357200 | 9.17 | 0 | 408700 | 10.5 | 0 | 1.33 |
| 6. | M/S Arms Advisory Services Pvt Ltd | 20000 | 0.51 | 0 | 188400 | 4.84 | 0 | 4.33 |
| 7 | Jai Rani Burman | 161900 | 4.16 | 0 | 0 | 0 | 0 | -4.16 |
| 8 | M/S L N Burman Huf | 11600 | 0.3 | 0 | 0 | 0 | 0 | -0.3 |

| | | | | | | | | |
|----|----------------------|---------|-------|---|---------|-------|---|-------|
| 9 | Anuradha Burman | 30300 | 0.78 | 0 | 0 | 0 | 0 | -0.78 |
| 10 | Radhika Burman | 34700 | 0.89 | 0 | 0 | 0 | 0 | -0.89 |
| 11 | Rajiv Burman | 236100 | 6.06 | 0 | 0 | 0 | 0 | -6.06 |
| 12 | Jayantika Burman | 25300 | 0.65 | 0 | 0 | 0 | 0 | -0.65 |
| 13 | M/S Rajiv Burman huf | 29800 | 0.77 | 0 | 0 | 0 | 0 | -0.77 |
| 14 | Vedika Burman | 34300 | 0.88 | 0 | 0 | 0 | 0 | -0.88 |
| 15 | Rushali Burman | 30600 | 0.79 | 0 | 0 | 0 | 0 | -0.79 |
| 16 | M/S G D & Sons Huf | 46900 | 1.2 | 0 | 0 | 0 | 0 | -1.2 |
| 17 | G P Jhaveri | 20700 | 0.53 | 0 | 0 | 0 | 0 | -0.53 |
| 18 | S B Jhaveri | 9300 | 0.24 | 0 | 0 | 0 | 0 | -0.24 |
| 19 | C M Jhaveri | 5300 | 0.14 | 0 | 0 | 0 | 0 | -0.14 |
| 20 | M K Jhaveri | 14700 | 0.38 | 0 | 0 | 0 | 0 | -0.38 |
| 21 | Sangeeta Jhaveri | 4000 | 0.1 | 0 | 0 | 0 | 0 | -0.1 |
| 22 | Prem Sagar | 12500 | 0.32 | 0 | 0 | 0 | 0 | -0.32 |
| 23 | Jagmohan Kapoor | 20000 | 0.51 | 0 | 0 | 0 | 0 | -0.51 |
| 24 | Chand Charnalia | 27500 | 0.71 | 0 | 0 | 0 | 0 | -0.71 |
| 25 | Janak Gandhi | 30000 | 0.77 | 0 | 0 | 0 | 0 | -0.77 |
| 26 | Anil Charnalia | 20000 | 0.51 | 0 | 0 | 0 | 0 | -0.51 |
| 27 | Anil Burman | 200 | 0.01 | 0 | 0 | 0 | 0 | -0.01 |
| 28 | Amitabh Mehrotra | 1000 | 0.03 | 0 | 0 | 0 | 0 | -0.03 |
| 29 | Abha Mehrotra | 2000 | 0.05 | 0 | 0 | 0 | 0 | -0.05 |
| 30 | N K Bansal | 4500 | 0.12 | 0 | 0 | 0 | 0 | -0.12 |
| 31 | Poonam Bansal | 4500 | 0.12 | 0 | 0 | 0 | 0 | -0.12 |
| | Total | 1840300 | 47.27 | 0 | 1840300 | 47.27 | 0 | 0 |

C) Change in Promoters' Shareholding (please specify, if there is no change)

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Pratap Burman | | | | |
| | At the beginning of the year | 488200 | 12.54 | | |
| | Date:28/06/2014, (Inter Se Transfer) | 90400 | 2.32 | 578600 | 14.86 |
| | At the end of the year | 578600 | 14.86 | 578600 | 14.86 |

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 2. | Chanchala Burman | | | | |
| | At the beginning of the year | 91800 | 2.36 | | |
| | Date:28/06/2014, (Inter se Transfer) | 229900 | 5.9 | 321700 | 8.26 |
| | At the end of the year | 321700 | 8.26 | 321700 | 8.26 |

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 3. | Pratap Burman HUF | | | | |
| | At the beginning of the year | 34700 | 0.89 | | |
| | Date:28/06/2014, (Inter se Transfer) | 11600 | 0.3 | 46300 | 1.19 |
| | At the end of the year | 46300 | 1.19 | 46300 | 1.19 |

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 4. | Flow pack India Private Limited | | | | |
| | At the beginning of the year | 30700 | 0.79 | | |
| | Date:28/06/2014, (Inter se Transfer) | 265900 | 6.83 | 296600 | 7.62 |
| | At the end of the year | 296600 | 7.62 | 296600 | 7.62 |

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 5. | Praxton Associates private Limited | | | | |
| | At the beginning of the year | 357200 | 9.17 | | |
| | Date:28/06/2014, (Inter se Transfer) | 51500 | 1.33 | 408700 | 10.50 |
| | At the end of the year | 408700 | 10.50 | 408700 | 10.50 |

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 6. | Arms Advisory Services private Limited | | | | |
| | At the beginning of the year | 20000 | 0.51 | | |
| | Date:28/06/2014, (Inter se Transfer) | 168400 | 4.33 | 188400 | 4.84 |
| | At the end of the year | 188400 | 4.84 | 188400 | 4.84 |

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| SN | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | For Each of the Top 10 Shareholders | Shareholding at the end of the year | |
|----|-------------------------------------|---|---------------------------|-------------------------------------|-------------------------------------|---------------------------|
| | | No. of shares | % of total of the company | | No. of shares | % of total of the company |
| 1 | M/s Agbros Fincap Pvt. Ltd | 386500 | 9.93 | M/s Agbros Fincap Pvt. Ltd | 386500 | 9.93 |
| 2 | M/S Himgiri Finvest Pvt. Ltd | 264000 | 6.78 | M/S Himgiri Finvest Pvt. Ltd | 264000 | 6.78 |
| 3 | S S Infosolution Pvt Ltd | 190000 | 4.88 | S S Infosolution Pvt Ltd | 190000 | 4.88 |
| 4 | Kapivar Finlease Pvt. Ltd | 158000 | 4.06 | Kapivar Finlease Pvt. Ltd | 158000 | 4.06 |
| 5 | Haripur Estates Pvt. Ltd | 110800 | 2.85 | Haripuri Estates Pvt. Ltd | 110800 | 2.85 |
| 6 | Pradeep Narayan | 110000 | 2.83 | Pradeep Narayan | 110000 | 2.83 |
| 7 | Kajol Ghosh | 95000 | 2.44 | Kajol Ghosh | 95000 | 2.44 |
| 8 | Rabindra Nath Das | 95000 | 2.44 | Rabindra Nath Das | 95000 | 2.44 |
| 9 | Rajiv Bhatia | 52000 | 1.34 | Rajiv Bhatia | 52000 | 1.34 |
| 10 | Manu Mehta | 30000 | 0.77 | Manu Mehta | 30000 | 0.77 |

E) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Pratap Burman | | | | |
| | At the beginning of the year | 488200 | 12.54 | | |
| | Date:28/06/2014, (Inter Se Transfer) | 90400 | 2.32 | 578600 | 14.86 |
| | At the end of the year | 578600 | 14.86 | 578600 | 14.86 |

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 2. | Chanchala Burman | | | | |
| | At the beginning of the year | 91800 | 2.36 | | |
| | Date:28/06/2014, (Inter se Transfer) | 229900 | 5.90 | 321700 | 8.26 |
| | At the end of the year | 321700 | 8.26 | 321700 | 8.26 |

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 3. | Anil Kumar | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc): | - | - | - | - |
| | At the end of the year | - | - | - | - |

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 4. | Naresh Kumar Bansal | | | | |
| | At the beginning of the year | 4500 | 0.12 | | |
| | Date:28/06/2014, (Inter se Transfer) | 0 | 0 | 0 | 0 |
| | At the end of the year | 0 | 0 | 0 | 0 |

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 5. | BAPI KARMAKAR | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc): | - | - | - | - |
| | At the end of the year | - | - | - | - |

F) INDEBTEDNESS

-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 845000 | - | 845000 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 845000 | - | 845000 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | - | - | - |
| * Reduction | - | 165000 | - | 165000 |
| Net Change | - | 165000 | - | 165000 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 680000 | - | 680000 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 680000 | - | 680000 |

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|-----|---|-------------------------|-------|-------|-------|--------------|
| | | _____ | _____ | _____ | _____ | |
| 1 | Gross salary | - | - | - | - | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - | - | - |
| 2 | Stock Option | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - |
| 4 | Commission - as % of profit - others, specify... | - | - | - | - | - |
| 5 | Others, please specify | - | - | - | - | - |
| | Total (A) | - | - | - | - | - |
| | Ceiling as per the Act | - | - | - | - | - |

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|-----|-----|-----|--------------|
| | | --- | --- | --- | --- | |
| 1 | Independent Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| SN | Particulars of Remuneration | Key Managerial Personnel | | | |
|----|---|--------------------------|--------|-----|--------|
| | | CEO | CS | CFO | Total |
| 1 | Gross salary | - | 136354 | - | 136354 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | Others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | - | 136354 | - | 136354 |

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B. DIRECTORS | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

05/09/2015

Registered Office:
E-49/303, DAZALL HOUSE,
JAWAHAR PARK,
LAXMI NAGAR,
DELHI-110092

By the order of the Board
For ROTOGRAPHICS (INDIA) LIMITED

Pratap Burman
(Director)

Chanchala Burman
(Director)

CIN: L74899DL1976PLC008036

Phone: 011-42334176

Email ID: info@rotoindia.co.in Website: www.rotoindia.co.in

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company's philosophy on corporate governance is very crystal clear and your directors at the Board level assume great faith in managing the affairs of the company as per the prudent norms of corporate governance suggested by SEBI. Hereunder the report of Directors on the practices of Corporate Governance prevalent in the Company in terms of clause 49 of Listing Agreement:

BOARD OF DIRECTORS:

Composition of Board

The Company has 5 Directors of which 2 are Executive Director and 3 are Non-Executive and Independent Directors and a woman director who was appointed as additional director in the category of Promoter. The composition of the Board is in conformity with clause 49 of the listing Agreement entered into with the stock Exchanges.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanship /Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, section 25 companies, and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

| Name of Director | Category | No. of other Directorship* | No. of Other Committee Membership | No. of other Committee Chairmanship |
|---------------------|----------------------------|----------------------------|-----------------------------------|-------------------------------------|
| Pratap Burman | Executive | 2 | 2 | - |
| Chanchala Burman | Executive | 2 | - | - |
| Bapi Karmakar | Independent | 1 | 2 | 1 |
| Naresh Kumar Bansal | Independent | 1 | 1 | 1 |
| Anil Kumar | Professional (Independent) | 1 | 1 | - |

Fourteen Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

| Date of board meeting | Mr. Pratap Burman | Mrs. Chanchala Burman | Mr. Naresh Kumar Bansal | Mr. Anil Kumar | Mr. Bapi Karmakar |
|-----------------------|-------------------|-----------------------|-------------------------|----------------|-------------------|
| 15/05/2014 | yes | — | Yes | — | — |
| 02/06/2014 | — | yes | — | yes | Yes |
| 10/06/2014 | yes | — | — | — | Yes |
| 28/06/2014 | — | yes | Yes | yes | yes |
| 07/07/2014 | yes | yes | Yes | yes | — |
| 12/07/2014 | yes | — | Yes | — | — |
| 02/08/2014 | yes | — | — | yes | — |
| 14/08/2014 | yes | — | yes | yes | — |
| 04/09/2014 | yes | — | Yes | — | — |

| | | | | | |
|------------|-----|-----|-----|-----|-----|
| 22/09/2014 | yes | yes | Yes | yes | yes |
| 01/10/2014 | — | — | Yes | — | yes |
| 14/11/2014 | yes | yes | — | yes | — |
| 27/12/2014 | yes | — | Yes | — | — |
| 14/02/2015 | yes | yes | Yes | yes | yes |

| Name of Director | Board Meeting Held | Present |
|-------------------------|--------------------|---------|
| Mr. Pratap Burman | 14 | 11 |
| Mrs. Chanchala Burman | 14 | 06 |
| Mr. Naresh Kumar Bansal | 14 | 10 |
| Mr. Anil Kumar | 14 | 08 |
| Mr. Bapi Karmakar | 14 | 06 |

During the year, information as mentioned in Annexure X to Clause 49 of the Listing Agreements has been placed before the Board for its consideration.

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarisation programmes are disclosed in the website of the company.

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

The Code of Conduct is available on the website of the company.

BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

AUDIT COMMITTEE

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and clause 49 of listing agreement at a board meeting held on 02.06.2014. The major tasks performed by the audit committee may be grouped under the following heads:

Statutory audit, internal audit, reporting and other aspects

- The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.

- c. Reviewing the Management Discussion & Analysis of financial and operational performance.
- d. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- e. Review the adequacy and effectiveness of the company's system and internal control.
- f. Evaluation of internal financial controls and risk management systems.
- g. To review the functioning of the Whistle Blower mechanism.

AUDIT & OTHER DUTIES

- a. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- b. Discussion with internal auditors of any significant findings and follow up there on.
- c. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- d. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- e. To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2014-15 are given below

| Name | Status | Category | No of Meetings Attended during the year 2014-15 |
|-------------------------|---------------|--|--|
| Mr. Naresh Kumar Bansal | Chairman | Non Executive and Independent Director | 06 |
| Mr. Bapi Karmakar | Member | Executive Director | 06 |
| Mr. Anil Kumar | Member | Non Executive and Independent Director | 06 |
| Ms. Neelam Nailwal | Secretary | Secretary | 03 |

Six Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

| Date of Audit Committee | Mr. Naresh Kumar Bansal | Mr. Bapi Karmakar | Mr. Anil Kumar | Ms. Neelam Nailwal |
|--------------------------------|--------------------------------|--------------------------|-----------------------|---------------------------|
| 15/05/2014 | yes | yes | yes | |
| 14/08/2014 | yes | yes | yes | |
| 02/09/2014 | yes | yes | yes | |
| 15/10/2014 | yes | yes | yes | Yes |
| 14/02/2015 | yes | yes | yes | yes |
| 31/03/2015 | yes | yes | yes | yes |

The company secretary acts as the secretary to the committee

REMUNERATION COMMITTEE

Company has reconstituted the remuneration Committee on 27/12/2014 comprising 3 members

The terms of reference of the committee are as follows:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director

and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

The committee meetings were held on 27.12.2014 and 12.02.2015 and both of the committee meetings were chaired during the year by Mr. Naresh Kumar Bansal who has been appointed as chairman. Mr. Bapi Karmakar who was inducted in to the committee during the year also attended both of the meetings. The details of the composition of the Remuneration Committee are as under:

| Name | Status | Category | No. of Meetings Attended during the year 2014-15 |
|-------------------------|---------------|----------------------|---|
| Mr. Naresh Kumar Bansal | Chairman | Independent Director | 2 |
| Mr. Pratap Burrman | Member | Executive Director | 2 |
| Mr. Bapi Karmakar | Member | Independent Director | 2 |

THE SHAREHOLDERS/INVESTORS GRIEVANCE/SHARE TRANSFER COMMITTEE

The Shareholders / Investors Grievance/Share Transfer Committee was reconstituted at a board meeting held on 02/06/2014.

- a. The Committee performs following functions
- b. Transfer/Transmission of shares
- c. Issue of Duplicate Share Certificates
- d. Review of Share dematerialization and rematerialization.
- e. Monitoring the expeditious Redressal of Investor Grievances
- f. Monitoring the performance of company's Registrar & Transfer Agent.
- g. All other matters related to the shares.

During 2014-15 the committee was chaired by Mr. Bapi Karmakar. At present the committee comprises of two Non-Executive Directors and one Executive director.

| Name | Status | Category |
|-------------------------|---------------|--|
| Mr. Bapi Karmakar | Chairman | Non Executive and Independent Director |
| Mr. Pratap Burman | Member | Executive Director |
| Mr. Naresh Kumar Bansal | Member | Non Executive and Independent Director |

Ms. Neelam Nailwal, the Company Secretary was the Compliance Officer during the year under review. She performed the functions of monitoring the complaints received vis-à-vis share transfer and other related processes and reported them to the Board. She also carried out her responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchanges, Registrar of Companies, R.B.I. in respect of implementing laws, rules and regulations, and directives of such authorities concerning investor service and complaints.

No complaints were received from the shareholders during the year.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on February 16, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non Executive Directors

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;

- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. Managing Director & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director

- i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retirement benefits. The variable component shall comprise performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
 - a. the relationship of remuneration and performance benchmarks is clear;
 - b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment

thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

DISCLOSURES

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliances , rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

GENERAL BODY MEETING

The details of last three Annual General Meeting of the Company held are given below:

| Financial Year | Location of the meeting | Date | Whether Special resolution Passed |
|----------------|---|------------|-----------------------------------|
| 2011-2012 | 26, Sundervan, Vasant Kunj New delhi-110070 | 29/09/2012 | No |
| 2012-2013 | 26, Sundervan, Vasant Kunj New delhi-110070 | 30/09/2013 | No |
| 2013-2014 | 26, Sundervan, Vasant Kunj New delhi-110070 | 29/09/2014 | Yes |

One special resolution was passed during the last three Annual General Meetings. No resolution was passed through postal ballot last year

CEO/CFO CERTIFICATION

To
The Board of Directors
Rotographics (India) Limited

We have reviewed the financial results of Rotographics (India) Limited for the period ended 31st March, 2015 and to the best of our knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.

These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards applicable laws and regulations.

To the best of our knowledge and belief, no transactions entered into by the Company during the period ended 31st March, 2015, are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify the deficiencies.

We have indicated to the Auditors and the Audit Committee

- a. Significant changes in the Company's internal control over financial reporting during the period;
- b. Significant changes in accounting policies during the period, and
- c. Instances of significant fraud of which we have become aware and involvement therein if any or the management or other employees having a significant role in the Company's internal control system over financial reporting

Naresh Kumar Bansal
CFO

Bapi Karmakar
CEO

Place: New Delhi
Date: 05th September, 2015

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby declare that all the Directors and Senior Management personnel of the Company have affirmed the Compliance with the Code of Conduct for the year ended 31st March, 2015.

Naresh Kumar Bansal
CFO

Place: New Delhi
Date: 05th September, 2015

MEANS OF COMMUNICATION

Annual Reports in respect of each financial year are mailed to all shareholders in August/ September of each calendar year. Each Report contains the annual accounts of the company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report is the Notice convening the annual general meeting, the financial year's Corporate Governance Report and the cash flow statement together with the corresponding reports of the auditors.

Subject

Weather Half Yearly Report
Sent to each Shareholders

Quarterly Results
In which news paper
Normally published in

Any website where displayed

Detail

Since Company's unaudited quarterly results are published in News papers, the same were not sent to Shareholders.

The Pioneer (English), The Pioneer (Hindi)

www.rotointia.co.in

SHAREHOLDER INFORMATION

REGISTERED OFFICE

E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar, Delhi 110092
Ph.: 011-42334176, 47366600 Email id: info@rotointia.co.in

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A 1st Floor Okhla Industrial
Area Phase 1 New Delhi 110020
Concerned person:-Virender Rana
Email: viren@skylinerta.com

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

Date: 30th September, 2015
Day: Wednesday
Time: 12:00 P.M
Venue : 26, Sunder Van, Vasant Kunj, New Delhi -110070

FINANCIAL CALENDAR

- o Financial Year : 1st April to 31st March
- o For the year ended 31st March, 2015, results were announced on:
 - August 2014: First Quarter
 - November 2014: Second Quarter
 - February 2015: Third Quarter
 - May 2015: Audited Results

Book Closure

The dates of book closure are from 28th September, 2015 to 30th September, 2015 (both days inclusive)

Listing

At present, the equity shares of the company are listed on the Ahmedabad Stock Exchange Limited (ASE)
Delhi Stock Exchange Limited (DSE)
Jaipur Stock Exchange Limited (JSE)

But Delhi stock Exchange Limited and Jaipur Exchange Limited are closed due to recognition withdrawn by SEBI for not fulfilling the condition given in circular MRD/DoP/SE/Cir- 36 /2008 December 29, 2008 and CIR/MRD/DSA/ 14/2012 May 30, 2012 (Exit Circular 2012) issued by SEBI

SHARE TRANSFER SYSTEM

The Company's shares are in physical mode. The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respect.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015

| Numbers Of Share-Holders | % of Total | Share Holding of Nominal Value of Rs. | No. of Shares | Amount in Rs. | % to Total |
|--------------------------|------------|---------------------------------------|---------------|---------------|------------|
| 242 | 48.02 | Up to 5000 | 73700 | 737000 | 1.89 |
| 197 | 39.09 | 5001 to 10000 | 177800 | 1778000 | 4.57 |
| 20 | 3.97 | 10001 to 20000 | 37700 | 377000 | 0.97 |
| 9 | 1.79 | 20001 to 30000 | 23700 | 237000 | 0.61 |
| 3 | 0.59 | 30001 to 40000 | 10500 | 105000 | 0.27 |
| 6 | 1.19 | 40001 to 50000 | 29000 | 290000 | 0.74 |
| 3 | 0.59 | 50001 to 100000 | 29800 | 298000 | 0.77 |
| 24 | 4.76 | 100001 and above | 3511100 | 35111000 | 90.18 |
| 504 | 100.00 | Total | 3893300 | 38933000 | 100.00 |

SHAREHOLDING PATTERN AS ON 31.03.2015

| S No. | Shareholders | No. of Shares | % age |
|-------|---|---------------|-------|
| 1 | Promoters & promoter group | 1840300 | 47.27 |
| 2 | Financial Institutions | 00 | 00 |
| 3 | Bodies Corporate other than as said above | 1144300 | 29.39 |
| 4 | NRIs | 69100 | 1.77 |
| 5 | Individuals (Indian Public) | 839600 | 21.57 |
| | | 3893300 | 100 |

ADDRESS OF CORRESPONDENCE

Shareholders may contact:

Shri Naresh Kumar Bansal,
(Director)
Rotographics (India) Limited
E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar, Delhi 110092
Ph.: 011-42334176, 47366600
Email id: info@rotoindia.co.in

TO WHOMSOEVER IT MAY CONCERN

I, Pratap Burman, the Executive Director of the Company, do hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Clause 49 of the Listing Agreements with the Stock Exchanges.

Place: Delhi
Date: 05/09/2015

Pratap Burman
Executive Director

**SECRETARIAL AUDITORS CERTIFICATE OF COMPLIANCES
WITH THE CORPORATE GOVERNANCE**

REQUIREMENT UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The members,
Rotographics (India) Limited
E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar, Delhi 110092
Ph.: 011-42334176, 47366600
Email id: info@rotoindia.co.in
Website: www.rotoindia.co.in

We have examined the compliance of Corporate Governance by Rotographics (India) Limited for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring to compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

CS Prasant K Sarkar
For P.K.S & Associates
Company Secretaries
CP No: 6534

Place: Delhi
Date: 05/09/2015

Independent Auditor's Report

**THE MEMBERS,
M/S ROTOGRAPHICS (INDIA) LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Rotographics (India) Limited ('the Company'), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We Conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of section 143 of the Act , we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, the Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act; and
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the company has no pending litigation which impacts on its financial position in its financial statements.
 - ii. the company did not have any long term contracts including derivatives contracts for which there was any material foreseeable losses.
 - iii. no amount has been transferred by the company to the Investor Education and Protection Fund.

For J.K. MONGA & ASSOCIATES

CHARTERED ACCOUNTANTS

(JAYANT K. MONGA)

Partner

Membership No. : 084641

Date : 30th May, 2015

Place : New Delhi

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) We have been informed that the Fixed Assets of the company are physically verified by the Management every six months, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. In the course of physical verification, no material discrepancies were noticed
(c) In our opinion and according to the information and explanation given to us, during the year, substantial part of fixed assets have not been disposed off by the company.
- (ii) (a) The Inventory of the company has been physically verified by the Management at an interval of six months, which in our opinion is reasonable having regard to the nature and the quantum of inventory.
(b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
(c) The company has maintained proper records of inventory and no material discrepancies were noticed between physical stocks and the book stocks on physical verification.
- (iii) The company has not granted secured/unsecured loan to any firm/company covered in the Register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion, there are adequate internal control procedure commensurate with the size of the company and the nature of its business, with regard to the purchase of inventory and fixed assets and for the sale of goods. There is no continuing failure to correct major weakness in internal control.
- (v) (a) The transactions that need to be entered into a Register in pursuance of section 301 of the Act have been entered.
(b) In our opinion, each of these transactions have been made at prices which are reasonable having regard to the prevailing market price at the relevant time.
- (vi) The company has not accepted any deposits from the public.
- (vii) In our opinion, the company's present internal audit system commensurate with its size and nature of its business.
- (viii) According to the information given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Act, in respect of any of the Company's products.
- (viii) (a) According to the Books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management Representations, undisputed statutory dues which are applicable to the company including Income tax, Sales tax, Custom Duty, cess and other statutory dues have been regularly deposited by the company with the appropriate authorities.
(b) According to information and explanations given to us and the records of the company examined by us As on 31st March, 2015, there is no amount due in case of Income tax/Sales Tax/Custom Duty/cess in respect of which there is any dispute with any statutory authority.
- (ix) The company has accumulated losses as at 31st March, 2015, and it has not incurred cash losses either during the financial year ended on that date or in the immediately preceding financial year.

- (x) According to the records of the company examined by us and the explanation given to us there is no amount due by the company to bank for working capital and term loan which are being repaid as stipulated. No debentures have been issued by the company
- (xi) The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) In our opinion, considering the nature of activities carried on by the company during the year, the provisions of any special statute applicable to chit fund and /or nidhi /mutual/benefit funds and or societies are not applicable to the company.
- (xiii) In our opinion, the company has maintained proper records of transactions and contracts relating to investments during the year and timely entries have been made therein. Further, such investments have been held by the company in its own name.
- (xiv) The company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xv) The company has not taken any term loan.
- (xvi) On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information given to us, there are no funds raised on a short term basis which have been used for long term investment.
- (xvii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained U/s 301 of the Act during the year.
- (xviii) No debentures have been issued by the company.
- (xix) The company has not raised any money by public issues during the year.
- (xx) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For J.K. MONGA & ASSOCIATES

CHARTERED ACCOUNTANTS

(JAYANT K.MONGA)

Partner

Membership number: 084641

Date : 30th May, 2015

Place : New Delhi

ROTOGRAPHICS (INDIA) LIMITED

Balance Sheet as at 31 March, 2015

| Particulars | | Note No. | As at 31 March, 2015 | As at 31 March, 2014 |
|-------------|--|----------|----------------------|----------------------|
| | | | Amount | Amount |
| A | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders' funds | | | |
| | (a) Share capital | 3 | 37,473,000 | 37,473,000 |
| | (b) Reserves and surplus | 4 | -2,242,312 | -2,332,238 |
| | | | 35,230,688 | 35,140,762 |
| 2 | Non-current liabilities | | | |
| | (a) long-term liabilities | 5 | 680,000 | 845,000 |
| | (b) Deferred Tax Liabilities(net) | | 160,905 | 160,850 |
| | | | 840,905 | 1,005,850 |
| 3 | Current liabilities | | | |
| | (a) Trade payables | | 478,992 | 448,992 |
| | (b) Other current liabilities | 6 | 2,707,200 | 2,706,000 |
| | (c) Short-term provisions | 7 | 95,514 | 105,654 |
| | | | 3,281,706 | 3,260,646 |
| | TOTAL | | 39,353,299 | 39,407,258 |
| B | ASSETS | | | |
| 1 | Non-current assets | | | |
| | (a) Fixed assets | | | |
| | (i) Tangible assets | 8 | 371,930 | 432,024 |
| | (b) Non-current Investments | 9 | 15,971 | 15,971 |
| | | | 387,901 | 447,995 |
| 2 | Current assets | | | |
| | (a) Inventories | 10 | 234,000 | 123,120 |
| | (b) Trade receivables | 11 | 464,840 | 567,194 |
| | (c) Cash and cash equivalents | 12 | 1,285,938 | 1,118,902 |
| | (d) Short-term loans and advances | 13 | 36,980,620 | 37,150,047 |
| | | | 38,965,398 | 38,959,263 |
| | TOTAL | | 39,353,299 | 39,407,258 |
| | See accompanying notes forming part of the financial statements | | | |

In terms of our report attached

FOR J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRNO. 005747N

(JAYANT K. MONGA)
Partner
 Membership No. 84641

For and on behalf of the Board of Directors

(PRATAP BURMAN)
Director
 DIN : 00595389

(CHANCHALA BURMAN)
Director
 DIN : 00720455

Place: New Delhi
 Date : 30th May, 2015

(NEELAM NAILWAL)
Company Secretary
 Membership No. A 33377

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

Statement of Profit and Loss for the year ended 31 March, 2015

| | Particulars | Note No. | As at 31 March, 2015 | As at 31 March, 2014 |
|----|---|----------|----------------------|----------------------|
| | | | Amount | Amount |
| 1 | Revenue from operations | 14 | 7,509,908 | 10,218,986 |
| 2 | Total revenue | | 7,509,908 | 10,218,986 |
| 3 | Expenses | | | |
| | (a) Purchases of stock-in-trade | 15 | 6,642,692 | 9,302,236 |
| | (b) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 16 | -110,880 | -59,783 |
| | (c) Employee benefits expense | 17 | 317,914 | 444,754 |
| | (e) Depreciation and amortisation expense | 8 | 60,094 | 69,804 |
| | (f) Other expenses | 18 | 470,108 | 359,360 |
| | Total expenses | | 7,379,928 | 10,116,371 |
| 4 | Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4) | | 129,981 | 102,615 |
| 5 | Exceptional items | | - | - |
| 6 | | 6 | 129,981 | 102,615 |
| 7 | Extraordinary items | | - | - |
| 8 | Profit / (Loss) before tax (7 - 8) | | 129,981 | 102,615 |
| 9 | Tax expense: | | | |
| | (a) Current tax expense for current year | | 40,000 | 31,400 |
| | (b) Deferred tax | | 55 | 341 |
| | | | 40,055 | 31,741 |
| 10 | Profit / (Loss) operations (9 - 10) | | 89,926 | 70,874 |
| 11 | Earnings per share (of 10/- each): | | | |
| | (a) Basic | | 0.02 | 0.02 |
| | (b) Diluted | | - | - |
| | See accompanying notes forming part of the financial statements | | | |

In terms of our report attached

FOR J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRNO. 005747N

(JAYANT K. MONGA)
Partner
 Membership No. 84641

For and on behalf of the Board of Directors

(PRATAP BURMAN)
Director
 DIN : 00595389

(CHANCHALA BURMAN)
Director
 DIN : 00720455

Place: New Delhi
 Date : 30th May, 2015

(NEELAM NAILWAL)
Company Secretary
 Membership No. A 33377

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 3: Share capital

| Particulars | As at 31 March, 2015 | | As at 31 March, 2014 | |
|---|----------------------|----------------------|----------------------|----------------------|
| | Number of shares | Rs. | Number of shares | Rs. |
| (a) Authorised Equity shares of 10/- each with voting rights | 5,000,000 | 50,000,000.00 | 5,000,000 | 50,000,000.00 |
| (b) Issued Equity shares of 10/- each with voting rights | 3,893,300 | 38,933,000.00 | 3,893,300 | 38,933,000.00 |
| (c) Subscribed and fully paid up Equity shares of 10/- each with voting rights | 3,601,300 | 36,013,000.00 | 3,601,300 | 36,013,000.00 |
| (d) Subscribed but not fully paid up | 292,000 | 1,460,000.00 | 292,000 | 1,460,000.00 |
| Total | 3,893,300 | 37,473,000.00 | 3,893,300 | 37,473,000.00 |

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Fresh issue | Bonus | Closing Balance |
|--|-----------------|-------------|-------|-----------------|
| Equity shares with voting rights | | | | |
| Year ended 31 March, 2015 | | | | |
| - Number of shares(including partly paid up shares) | 3,893,300 | - | - | 3,893,300.00 |
| - Amount (Rs.10/- each) | 37,473,000 | - | - | 37,473,000.00 |
| Year ended 31 March, 2014 | | | | |
| - Number of shares(including partly paid up shares) | 3,893,300 | - | - | 3,893,300.00 |
| - Amount (Rs.10/- each) | 37,473,000 | - | - | 37,473,000.00 |

(ii) Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | As at 31 March, 2015 | | As at 31 March, 2014 | |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights | | | | |
| PRATAP BURMAN | 578,600 | 14.86 | 488,200 | 12.54 |
| CHANCHALA BURMAN | 321,700 | 8.26 | 91,800 | 2.36 |
| RAJIV BURMAN | - | - | 236,100 | 6.06 |
| PRAXTON ASSOCIATES PVT. LTD. | 408,700 | 10.50 | 357,200 | 9.17 |
| HIMGIRI FINVEST PVT. LTD. | 264,000 | 6.78 | 264,000 | 6.78 |
| AGBROS FINCAP PVT. LTD. | 386,500 | 9.93 | 386,500 | 9.93 |
| FLOWPACK INDIA PVT LTD | 296,600 | 7.62 | - | - |
| TOTAL | 2,256,100 | 57.95 | 1,823,800 | 46.84 |

Note 4 Reserves and surplus

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---|----------------------|----------------------|
| | Rs. | Rs. |
| (a) General reserve | | |
| Opening balance | - | - |
| Add: Transferred from surplus | - | - |
| Less: Utilised / transferred during the year for: | | |
| Issuing bonus shares | - | - |
| Others | - | - |
| Closing balance | - | - |
| (b) Surplus / (Deficit) in Statement of Profit and Loss | | |
| Opening balance | -2,332,238 | -2,403,112 |
| Add: Profit / (Loss) for the year | | |
| Amounts transferred from Statement of Profit and Loss: | 89,926 | 70,874 |
| Less: Dividends proposed to be distributed to equity shareholders | - | - |
| Tax on final dividend | - | - |
| Transferred to General reserve | - | - |
| Closing balance | -2,242,312 | -2,332,238 |
| Total Reserves and surplus | -2,242,312 | -2,332,238 |

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 5 Long Term liabilities

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---------------------|-------------------------|-------------------------|
| | Rs. | Rs. |
| (a) Unsecured Loans | 680,000 | 845,000 |
| Total Amount | 680,000 | 845,000 |

Note 6 Other current liabilities

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---------------------------------|-------------------------|-------------------------|
| | Rs. | Rs. |
| (a) Other payables | | |
| (i) Statutory Liabilities (TDS) | 7,200 | 6000 |
| (ii) Advance from Customer | 2,700,000 | 2700000 |
| Total Amount | 2,707,200 | 2,706,000 |

Note 7 Short-term provisions

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|--|-------------------------|-------------------------|
| | Rs. | Rs. |
| (a) Provision for employees salary & benefits: | | |
| (i) Provision for Salary | 37000 | 24000 |
| (ii) Provision for Incentive | - | - |
| (iii) Provision for Leave Encashment | - | - |
| | 37,000 | 24,000 |
| (b) Provision - Others: | | |
| (i) Provision for tax | 40000 | 31400 |
| (v) Provision - Audit Fee | 16854 | 16854 |
| (vii) Provision - Other Expenses | 1660 | 33400 |
| | 58,514 | 81,654 |
| Total Amount | 95,514 | 105,654 |

ROTOGRAPHICS (INDIA) LIMITED

Note 8 Fixed assets

| Tangible assets | Gross block | | | | |
|-----------------------|------------------------------------|------------------|------------------|---------------------------|-------------------------------------|
| | Balance as at 1 April, 2014 Rs. | Additions Rs. | Disposals Rs. | Other adjustments* Rs. | Balance as at 31 March, 2015 Rs. |
| (a) Plant & Machinery | 7,258,131 | - | - | - | 7,258,131 |
| (b) Office equipment | 475,478 | - | - | - | 475,478 |
| Total | 7,733,609 | - | - | - | 7,733,609 |
| Previous year | 7,733,609 | - | - | - | 7,733,609 |

| Tangible assets | Accumulated depreciation | | | | | Net block | |
|-----------------------|------------------------------------|---|---|---------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | Balance as at 1 April, 2014 Rs. | Depreciation / amortisation expense for the year Rs. | Eliminated on disposal of assets Rs. | Other adjustments* Rs. | Balance as at 31 March, 2015 Rs. | Balance as at 31 March, 2015 Rs. | Balance as at 31 March, 2014 Rs. |
| (a) Plant & Machinery | 6,828,276 | 59,793 | - | - | 6,888,069 | 370,062 | 429,855 |
| (b) Office equipment | 473,309 | 301 | - | - | 473,610 | 1,868 | 2,169 |
| Total | 7,301,585 | 60,094 | - | - | 7,361,679 | 371,930 | 432,024 |
| Previous year | 7,231,781 | 69,804 | - | - | 7,301,585 | 432,024 | 501,828 |

Note:

* Adjusted Accumulated depreciation of the assets which were depreciated over the period/ its useful life

Note-9-Non current Investment

| | Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|----------|---|--------------------------------------|--------------------------------------|
| | | Rs. | Rs. |
| A | Trade Investments | | |
| | (a) Investment in Properties | - | - |
| | (b) Investment in Equity instruments | - | - |
| | (c) Investments in preference shares | - | - |
| | (d) Investments in Government or Trust securities | - | - |
| | (e) Investments in debentures or bonds | - | - |
| | (f) Investments in Mutual Funds | 13,971 | 13,971 |
| | (g) Investments in partnership firms* | - | - |
| | (h) Other non-current investments (specify nature) | - | - |
| | Total (A) | 13,971 | 13,971 |
| B | Other Investments | | |
| | (a) Investment Properties | - | - |
| | (b) Investment in Equity instruments | 2,000 | 2,000 |
| | (c) Investments in preference shares | - | - |
| | (d) Investments in Government or Trust securities | - | - |
| | (e) Investments in debentures or bonds | - | - |
| | (f) Investments in Mutual Funds | - | - |
| | (g) Investments in partnership firms* | - | - |
| | (h) Other non-current investments (specify nature) | - | - |
| | Total (B) | 2,000 | 2,000 |
| | Grand Total (A + B) | 15,971 | 15,971 |
| | Less : Provision for dimunition in the value of Investments | - | - |
| | Total | 15,971 | 15,971 |

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|---|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| Aggregate amount of quoted investments (Market value) | 24,369 | 22,327 |
| Aggregate amount of unquoted investments (Market Value) | - | - |

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 10 Inventories

(At lower of cost and net realisable value)

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---|-------------------------|-------------------------|
| | Rs. | Rs. |
| (a) Stock-in-trade (acquired for trading) | 234000 | 123,120 |
| Goods-in-transit | - | - |
| | 234000 | 123,120 |
| (b) Stores and spares | - | - |
| Goods-in-transit | - | - |
| | - | - |
| Total Amount | 234,000 | 123,120 |

Note 11 Trade receivables

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---|-------------------------|-------------------------|
| | Rs. | Rs. |
| Trade receivables (outstanding for a period exceeding six months from the date they were due for payment) | | |
| Unsecured, considered good | 248,840 | 318,354 |
| Doubtful | - | - |
| | 248,840 | 318,354 |
| Other Trade receivables | | |
| Unsecured, considered good | 216,000 | 248,840 |
| Doubtful | - | - |
| | 216,000 | 248,840 |
| | 464,840 | 567,194 |
| Less: Provision for doubtful trade receivables | - | - |
| Total Amount | 464,840 | 567,194 |

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 12 Cash and cash equivalents

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|--|-------------------------|-------------------------|
| | Rs. | Rs. |
| (a) Cash in hand | 477,763 | 514,179 |
| (b) Foreign Currency in hand | - | - |
| (c) Balances with banks | | |
| (i) In current accounts | 808,175 | 604,723 |
| (ii) In deposit accounts (having remaining maturity of 12 month or less) | - | - |
| Total Amount | 1,285,938 | 1,118,902 |

Note 13 Short-term loans and advances

| Particulars | As at 31 March, 2015 | As at 31 March, 2014 |
|---|-------------------------|-------------------------|
| | Rs. | Rs. |
| <u>(a) Loans and advances to employees</u> | | |
| Unsecured, considered good | - | 8,500 |
| Doubtful | - | - |
| | - | 8,500 |
| Less: Provision for doubtful loans and advances | - | - |
| | - | 8,500 |
| <u>(b) Balances with government authorities</u> | | |
| Unsecured, considered good | | |
| (i) Income Tax Authorities | | |
| - Advance Tax | 41,540 | 37,534 |
| - TDS | 64,000 | 35,373 |
| (ii) Sales Tax Deposit | 40,080 | 40,080 |
| | 145,620 | 112,987 |
| <u>(c) Others: Loans & Advances</u> | | |
| Unsecured, considered good | 36,835,000 | 36,835,000 |
| Doubtful | - | 174,760 |
| Rent Deposit | - | 16,250 |
| Deposit for electricity & water | - | 2,550 |
| | 36,835,000 | 37,028,560 |
| Less: Provision for other doubtful loans and advances | - | - |
| | 36,835,000 | 37,028,560 |
| Total Amount | 36,980,620 | 37,150,047 |

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 14 Revenue from operations

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|--|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| (a) Sale of products | 6,838,933 | 9,593,605 |
| (b) Interest from Bank | | - |
| (c) Professional Receipts (Commission) | 640,000 | 353,727 |
| (d) Lease Charges | 30,000 | 30,000 |
| (e) Excess Provision Written Back | 33 | 241,654 |
| (f) Miscellaneous Income | 942 | |
| Total Revenue | 7,509,908 | 10,218,986 |

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 15 Purchase of traded & service goods

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|------------------------|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| Fabric | 6,642,692 | 9,302,236 |
| Total Purchases | 6,642,692 | 9,302,236 |

Note 16 Changes in inventories of finished goods, work-in-progress and stock-in-trade

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|---|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| <u>Inventories at the end of the year:</u> | | |
| Stock-in-trade | 234,000 | 123,120 |
| | 234,000 | 123,120 |
| <u>Inventories at the beginning of the year:</u> | | |
| Stock-in-trade | 123,120 | 63,337 |
| | 123,120 | 63,337 |
| Net (increase) / decrease | -110,880 | -59,783 |

Note 17 Employee benefits expense

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|-----------------------------|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| (i) Salaries and wages | 312,484 | 408,000 |
| (ii) Staff welfare expenses | 5,430 | 36,754 |
| Total Amount | 317,914 | 444,754 |

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 18 Other expenses

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|---|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| Advertisement | 52,852 | 44,464 |
| Books , Newspaper & Periodicals | 340 | 1,560 |
| Fees & Taxes | 200,894 | 26,529 |
| Bank Charges and Interest | 2,255 | 272 |
| Office Maintenance | 1,560 | 34,386 |
| Electricity, water,Power and fuel | 14,750 | 40,560 |
| Rent including lease rentals | 54,475 | 30,000 |
| Travelling and conveyance Expenses | 720 | 38,545 |
| Telephone Postage & Fax | 6,921 | 40,470 |
| Printing and stationery | 24,727 | 1,720 |
| Legal and professional | 84,000 | 84,000 |
| Rebate & Discount | 9,760 | - |
| Payments to auditors (Refer Note (i) below) | 16,854 | 16,854 |
| Total Amount | 470,108 | 359,360 |

Note :

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|---|--------------------------------------|--------------------------------------|
| | Rs. | Rs. |
| (i) Payments to the auditors comprises (net of service tax input credit, where applicable): | | |
| As auditors - statutory audit | 16,854 | 16,854 |
| For taxation matters | - | - |
| For management services | - | - |
| Total Amount | 16,854 | 16,854 |

ROTOGRAPHICS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2015

| | 2014-2015 | 2013-2014 |
|--|------------------|------------------|
| A. Cash flow from operating activities | | |
| Net profit/(loss) before tax and extra ordinary items adjusted for | | |
| Income tax | 89,926 | 70,874 |
| Depreciation | 40,000 | 31,400 |
| Operating profit before working capital changes | 190,020 | 172,078 |
| Adjustment for changes in | | |
| Trade Receivables | 102,354 | 127,270 |
| Loan & Advances | 169,427 | 190,627 |
| Inventories | (110,880) | (59,783) |
| Trade payables | 21,060 | (94,019) |
| Cash generated from Operations | 371,981 | 336,173 |
| Income tax | (40,000) | (31,400) |
| Cash flow before extra ordinary items | 331,981 | 304,773 |
| Extra ordinary items | 55.00 | 341.00 |
| Net cash from operating activities | 332,036 | 305,114 |
| B. Cash flow from investing activities | | |
| Investments | - | - |
| Sales of fixed assets (net) | - | - |
| Net cash used in investing activities | - | - |
| C. Cash flow from financing activities | | |
| Proceeds from issue of share capital | - | - |
| Proceeds from short term borrowings | - | - |
| Decrease from long term borrowings | (165,000) | (100,000) |
| | (165,000) | (100,000) |
| Net cash used in financing activities | | |
| Net increase in cash & cash equivalents (A + B + C) | 167,036 | 205,114 |
| Cash & Cash equivalents as at 1st April, (Opening Balance) | 1,118,902 | 913,788 |
| Cash & Cash equivalent as at 31st March (Closing Balance) | 1,285,938 | 1,118,902 |

In terms of our report attached

FOR J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRNO. 005747N

For and on behalf of the Board of Directors

(JAYANT K. MONGA)
Partner
 Membership No. 84641

(PRATAP BURMAN)
Director
 DIN : 00595389

(CHANCHALA BURMAN)
Director
 DIN : 00720455

Place: New Delhi
 Date : 30th May, 2015

(NEELAM NAILWAL)
Company Secretary
 Membership No. A 33377

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED
Notes forming part of the financial statements

| Note | Particulars |
|------------|---|
| 1 | <u>ACCOUNTING POLICIES</u> Significant accounting policies are summarized below: |
| 1.1 | Basis of accounting and preparation of financial statements The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. |
| 1.2 | Use of estimates The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provisions for impairment. |
| 1.3 | Revenue recognition Sale of goods Sales are recognised, net of returns, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales have been accounted excluding sales tax and value added tax. |
| 1.4 | Inventories Inventories are valued at the lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods including freight, inventories recorded in the books as on 31st March, 2015 are based upon the physical verification done by management by actual count, weight or measurement. |
| 1.5 | Cash and cash equivalents (for purposes of Cash Flow Statement) Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. |
| 1.6 | Cash flow statement Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. The Statement has been prepared by the company in accordance with the requirement of clause 32 of Listing Agreement with Delhi Stock Exchange and is based on AS-3, issued by the ICAI. |
| 1.7 | Fixed Assets and Depreciation Fixed Assets are stated at cost of acquisition less depreciation. All costs attributable to bring the fixed assets to working condition are capitalized. Depreciation has been provided on the written down value method, at the rates prescribed in Schedule XIV to the Companies Act, 1956. |
| 1.8 | Investments Investments are stated at cost. |
| 1.9 | Foreign currency transactions There are no foreign currency transactions involved during the year under review. |

| Note | Particulars |
|-------------|--|
| 1.9a | Employee benefits No Contribution to Provident Fund and no provision for gratuity has been made since there is no employee covered under the Provident Fund Act and Payment of Gratuity Act. |
| 1.10 | Segment reporting The company runs in single segment hence segment reporting is not required. |
| 1.11 | Earnings per share Basic earnings per share is computed and disclosed using weighted average number of equity shares outstanding during the year. Since company does not fall in any of the categories, it is not required to disclose diluted earnings per share. |
| 1.12 | Taxes on income Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liability are reviewed at each Balance Sheet date for their realisability. |
| 1.13 | Provisions and contingencies Disputed liabilities and claims against the Company including claims raised by fiscal authorities (e.g. Sales Tax , IncomeTax, Service Tax etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation are not provided for in accounts but disclosed in notes to accounts. A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. |
| 1.14 | Service tax input credit Service tax is not applicable to the company. |
| 2 | <u>NOTES TO ACCOUNTS</u> |
| 2.1 | The Revised Schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. |
| 2.3 | Contingent Liabilities There are no contingent liabilities at the year ended on 31st March,2015 |

In terms of our report attached

FOR J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRNO. 005747N

(JAYANT K. MONGA)
Partner
Membership No. 84641

For and on behalf of the Board of Directors

(PRATAP BURMAN)
Director
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date : 30th May, 2015

(NEELAM NAILWAL)
Company Secretary
Membership No. A 33377

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info@rotoindia.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: | |
| Name of the company: | |
| Registered office: | |
| 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 40th Annual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at..... (Place) 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. Pratap Burman as retire by rotation |
| 3 | Re- Appointment of Mrs. Chanchala Burman as retire by rotation |
| 4 | Ratification of the appointment of the auditors |
| | Special Business |
| 5 | Adoption of new set of Article of Association |

Signed this..... day of..... 20....

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 40th Annual General Meeting to be held on Wednesday, the 30th day of September 2015, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 12.00 P. M.

| Regd. Folio No. : | Name of the shareholder/ Proxy(in block letters) | Signature |
|-------------------|---|-----------|
| DP ID No. | | |
| Client ID No. | | |

