

Annual Report

2013-14

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED

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ROTOGRAPHICS (INDIA) LIMITED

MANAGEMENT

BOARD OF DIRECTORS

Sh. PRATAP BURMAN	Director
Sh. BAPI KARMAKAR	Director
Sh. NARESH KUMAR BANSAL	Additional Director
Smt. CHANCHALA BURMAN	Additional Director
Sh. ANIL KUMAR	Additional Director

COMPANY SECRETARY

NEELAM NELWAL

AUDITORS

M/s J. K. MONGA & ASSOCIATES

Chartered Accountants, DELHI

REGISTRAR & SHARE TRANSFER AGENT

M/s. Future Point,
G-44, Lajpat Nagar-II,
New Delhi- 110 024

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

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Email info@rotoindia.in

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

NOTICE

Notice is hereby given that the Annual General Meeting of the company will be held on Monday, the 29th day of September 2014, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 10.00 A. 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, 2014 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 the place of Mr. Naresh Kumar Bansal, (DIN: 00681525) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th March, 2014 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 160 of the Act.
4. To appoint a Director in the place of Mrs. Chanchala Burman, (DIN: 00720455), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th March, 2014 under Section 260 of the Companies Act, 1956, (the Act) and who holds office up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director under the provisions of Section 160 of the Act.
5. To appoint a Director in the place of Mr. Anil Kumar, (DIN : 06940017), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd August, 2014 under Section 161 of the Companies Act, 2013, (the Act) and who holds office up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 160 of the Act.
6. To appoint Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration and for that purpose to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Audit and Auditors) Rules, 2014, M/s. J. K. Monga & Associates (Reg. FR No.005747N) Chartered Accountants, the retiring statutory auditors be and is hereby appointed as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and that the Board of Directors of the company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses incurred in the performance of their duties.”

SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to necessary approval(s) if any, from the competent authorities, Clause IIIA point no. 2 of the main object of the company be and is hereby altered by inserting the word Steel, equipment, after change modified object are as follows:

1. To carry on the business of printing, duplicating, selling, exporting, importing and dealing in paper wrappers, foils, poly papers, cellophane, ink, color and dyes.
2. To carry on the business of buying, selling, import, export of commodities such as rice, pulses, wheat, grains, cotton, yarn, fabric, steel, equipment, edible oils, oilseeds and other related items.

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

Place: DELHI

Date: 1st September, 2014

Sd/-
Neelam Nelwal
(Company Secretary)

Notes:

1. The Explanatory Statement, pursuant to section 102(1) of the Companies Act, 2013, setting out the Material tests in respect of business under Item No. 1, 2 & 3 is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument of proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. The relevant records of the company open for inspection by members as per provisions of the Company Law can be inspected at the Registered Office of the company on any working day between 10:00 a.m. to 12:00 p.m.

4. The members are requested to notify the change in their addresses, if any to the company immediately.
5. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of this Meeting to enable the Management to keep the information ready at the time of meeting.
6. The Register of Members of the company will remain closed for the purpose of sub division of share capital from 23rd September, 2014 to 29th September, 2014. (Both days inclusive)
7. Members are requested to bring their copies of Annual Report at the Meeting
8. Members are requested to furnish the Nomination Form in the prescribed Performa in case they wish to avail the Nomination facility given by the Companies Act, 1956.
9. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the directors seeking appointment or reappointment at the Annual General Meeting forms an integral part of the Notice. The directors have furnished the requisite declaration for their appointment or reappointment.

Encl.:

1. Explanatory Statement, pursuant to section 102(1) of the Companies Act, 2013.

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

Item No. 7

The Company has decided to expand its field of trading in Steel and equipment. This requires alteration of the Main Object Clause IIIA of Memorandum of Association of the company U/S 13 of the companies Act, 2013, which require the approval of shareholders in General Meeting. Therefore, the proposal has been placed before the shareholders of the company.

The Board commends the Resolution for acceptance by the shareholders.

No Director, Key Managerial Personnel and their relatives are concerned or interested in this resolution.

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

Sd/-
Neelam Nelwal
(Company Secretary)

Place: DELHI

Date: 1st September, 2014

ROTOGRAPHICS (INDIA) LIMITED

Details of the Directors seeking appointment/re-appointment in the Annual General Meeting to be held on 29th September, 2014

Name of the Directors	Mr. Pratap Burman	Mr. Bapi Karmakar	Mr. Naresh Kumar Bansal	Mrs. Chanchala Burman	Mr. Anil Kumar
Date of Birth	18.05.1944	16.08.1973	28.10.1956	29.05.1946	13.12.1978
Date of Appointment	16.01.1976	30.05.2008	24.03.2014	24.03.2014	02.08.2014
Qualification	Graduate	Graduate	Graduate	Graduate	C.A.
Expertise in specific Functional Area	Industrialist & rich experience in Paper Industry	Rich experience in general management	Rich experience in the areas of finance & banking	Rich experience in general management and Paper Industry	Rich experience in finance, audit & taxation
List of Public Limited Companies (in India) in which outside Directorships are held	None	None	None	None	None
Chairman/ Member of Committee(s) of Board of Directors of the Company	1. Member of Audit Committee Member of Investors Grievances/ Share Transfer Committee	1. Member of Audit Committee Member of Investors Grievances / Share Transfer Committee	1. Chairman of Audit Committee Member of Investors Grievances/ Share Transfer Committee	—	—
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	—	—	—	—	—
a) Audit Committee					
b) Investors Grievance/ Relations Committee					

Note: Pursuant to Clause 49 of the Listing Agreement, only two committees viz. Audit committee and Share Holders/Investors Grievances Committee are considered.

ROTOGRAPHICS (INDIA) LIMITED

DIRECTORS' REPORT

The Members,
ROTOGRAPHICS (INDIA) LIMITED

Your Directors take great pleasure in presenting this Annual Report of your company, along-with the Audited Statement of Accounts for the financial year ended 31st March, 2014.

1. FINANCIAL RESULTS :

Particulars	For the year 2013-14 (Rupees in Lacs)	For the year 2012-13 (Rupees in Lacs)
Sales and other income	102.19	93.98
Profit before Depreciation & Tax	1.72	1.86
Less:- Depreciation	(0.70)	(0.81)
Profit before tax	1.02	1.05
Less:- Current Tax & Deferred tax	(0.31)	(0.33)
Profit after tax	0.71	0.72
Less:- Income tax of earlier years	-	-
Add:- Profit/(Loss) brought forward	0.71	0.72
Profit available for appropriation	-	-
Less:- Transferred to General Reserve Dividend	0.71	0.72
	-	-
Balance carried to Balance	-	-
Earning per share (Rs.)	0.71	0.72
	0.02	0.02

During the financial year ended March 31st, 2014 the company has earned a profit/loss after Tax of Rs.70, 874 /-and your chairman Expecting the profit in coming years.

2. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement your Directors wish to report as follows:

a. INDUSTRY STRUCTURE, AND DEVELOPMENTS,

Indian economy continues to be one of the fastest growing economies in the world. The economic recovery witnessed after the global meltdown last year has been sharper than what was anticipated. This has enhanced confidence about the sound fundamentals of Indian Economy and it is expected to have GDP growth of more than 6.5% in the current financial year and more than 6 in the next couple of years.

India's domestic trading market is growing at compounded annual growth rate of 13.2% in past 5 years and it has grown to achieve more than 5.9 billion units. India plays a major role in global trading markets due to availability of abundant man power, raw material and infrastructural developments. Indian exports in trading sector grew by 11.5% per year in the past 4 years, comprising export of cotton, man-made fibre, silk, wool, jute and other tradables materials.

b. OPPORTUNITIES

The overall assessment of demand and market potential, projected on the basis of past trends and industry expectations, is expected to grow by more than 12%. Domestic consumption of

ROTOGRAPHICS (INDIA) LIMITED

tradable products is increasing due to growing corporate salaries, earning capacity of individuals. India is home to 17.40% of world population. It is also one of the youngest countries in the world, with over 64% population below the age of 35 years. In India, there are more than 30 crore middle class people with higher disposable income. The number is expected to be doubled in next 2 years, which will bring increasing demand for various consumer products by this segment of population.

c. **THREATS**

Due to global meltdown, the consumers in the west have reduced their consumption of tradable materials. The growing awareness about ecological factors has impacted exports from developing countries due to use of polluting dyes and environment damaging manufacturing practices. The availability of cheap labour in China, Bangladesh and Vietnam is also contributing to decline in exports of tradable goods from India.

The post 2005 trade regime under World Trade Organization has resulted into the enhanced competition across the globe.

d. **SEGMENTWISE or PRODUCT-WISE PERFORMANCE**

Your company mainly operates in single product segment, within domestic market only. After years of closure of business, the management of your company have started trading activity in domestic market. The business is expected to grow in the coming years.

e. **FUTURE OUTLOOK**

Tremendous boom in retailing industry is basically due to increase of consumption of household products. Due to significant increase in income levels, the consumption pattern has also changed. The life style of individuals is changing and they are preferring products under premium segment. Despite temporary setback for few months due to global meltdown, Indian economy had recovered faster than expected. The adverse impact of western financial meltdown is not acutely felt due to domestic industry and consumption.

Your company has taken various initiatives for increase of business, product portfolio. Presently, we are doing business in domestic market but we are exploring possibilities of export of our products to the western countries. We are also exploring the possibilities of leasing out an industrial unit on enhance our productivity and launching of quality products in the market.

f. **STRENGTHS**

Your company had a long reputation in trading segment. In the coming years, we may plan to diversify by including the range of products as per the demand of the market. Due to growing multi brand outlets, we do not foresee any difficulty in pushing the brand in the domestic market. We can leverage our capacities to procure products for export markets also.

g. **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. The management of your company is planning to leverage their personal assets to raise funds for the company, to overcome this risk.

The domestic market is showing inflationary tendencies. To curb inflation, the Reserve Bank of India can tighten its monetary policy, which can affect company financial expenses. Fluctuation in value of foreign currencies can also affect export plans of the company.

h. **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.

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I. 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.

j. FORWARD LOOKING STATEMENT

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future.

The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

3. LISTINGS

The shares of your company are currently listed with Delhi Stock Exchanges, Jaipur Stock Exchange and Ahmadabad stock exchange.

4. DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Mr. Rajiv Burman Director, resigned due to personal reason and Mrs. Chanchla Burman, Mr. Naresh Kumar Bansal, and Mr. Anil Kumar appointed as additional directors.

5. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of the provisions of the Companies Act, as amended by Companies (Amendment) Act, 2000, your directors confirm:

- (a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 of the company for that period.
- (c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) that the Directors have prepared the annual accounts on a going concern basis.

6. FIXED DEPOSITS

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

7. CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreements with the Stock Exchanges, regarding compliance of conditions of corporate governance are made by the company.

- a) The security of the company is not suspended from trading in any stock exchanges wherever it is listed.
- b) Name and address of the stock exchanges where the securities are listed.

ROTOGRAPHICS (INDIA) LIMITED

- i) The Delhi Stock Exchange Association Ltd.,
DSE House, 3/1 Asaf Ali Road, New Delhi 110 002
- ii) The Jaipur Stock Exchange Ltd.
Stock Exchange Building, Jawaharlal Nehru Marg, Malviya Nagar, Jaipur - 302 017
- iii) Ahmedabad Stock Exchange Ltd.
Kamdhenu Complex, Opp. Sahajanand College, Panjarapole, Ahmedabad 380 015.

8. AUDITORS' REPORT

The Auditors' Report and Notes on Accounts are self-explanatory and therefore, do not call for any comments.

AUDITORS

M/s J. K. Monga & Associates, Chartered Accountants, New Delhi, Auditors of the company retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

PARTICULARS OF EMPLOYEES U/S 217(2A)

There has been a co-ordial relationship between the management and staff of the company. No employee was in receipt of remuneration in excess of Rs.60,00,000.00 p.a. if employed for the full year or Rs.5,00,000.00 p.m. if employed for part of the year. Therefore, the information as per section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) rules 1975 are not being given.

DISCLOSURE OF PARTICULARS UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956 AND LISTING AGREEMENT OF STOCK EXCHANGES.

The information as per Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, and the disclosure under listing agreement is enclosed as per Annexure –I & II attached herewith, form an integral part of this report.

INDUSTRIAL RELATIONS & HUMAN RELATIONS DEVELOPMENT

Human resources are the most important resource and your directors believe in to give them their due weightage for their crucial role-playing in the overall progress of the organization. The relationship between the management and the staffs/ workers has been comfortable and cordial during the year.

ACKNOWLEDGMENT

The Directors wish to place on record gratitude to suppliers, bankers and employees of the Company for their co-operation and support.

Place: New Delhi.

Date: 1st September, 2014.

BY ORDER OF THE BOARD

Sd/-
(PRATAP BURMAN)
Director

ROTOGRAPHICS (INDIA) LIMITED

AUDITOR'S CERTIFICATE

The Members of
ROTOGRAPHICS (INDIA) LTD.,
New Delhi.

We have examined the compliance of conditions of Corporate Governance by Rotographics (India) Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of the Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring the 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 state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

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.

for J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
(JAYANT K. MONGA)
Partner

Date : 4th September, 2014.

ROTOGRAPHICS (INDIA) LIMITED

ANNEXURE – I TO DIRECTORS' REPORT

INFORMATION AS PER SECTION 217(1) (e) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2014

(A) CONSERVATION OF ENERGY

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.

(B) FOREIGN EXCHANGE EARNING & OUTGO

- (a) Total Foreign Exchange earned Rs. nil (previous year Rs. Nil)
(b) Total Foreign Currency Outgo Rs. Nil

ANNEXURE-II TO DIRECTORS REPORT 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:

1. BOARD OF DIRECTORS:

Composition of Board: As on March 31, 2014, the Board of Directors of the Company consists of five Directors, out of which two are independent Directors and three are Executive Directors.

Name of Director	Category	No. of other Directorship*	No. of Other Committee Membership	No. of other Committee Chairmanship
Sh. BAPI KARMAKAR	Independent	1	3	2
Sh. PRATAP BURMAN	Executive	4	3	-
Sh. RAJIV BURMAN	Executive	-	-	-
Sh. NARESH KUMAR BANSAL	Independent	19	3	1
Smt. CHANCHALABURMAN	Executive	3	-	-

(a) BOARD MEETINGS:

During the financial year 2013-14, seven (7) Meetings of the Board of Directors were held on 14th April 2013, 28th April 2013, 13th May 2013, 14th August 2013, 14th November 2013, 13 February 2014, 24th March 2014, the Attendance of the Directors in these meetings were as follows:-

Name of Director	Board Meeting Held	PRESENT
Sh. Pratap Burman	7	7
Sh. Rajiv Burman	7	7
Sh. Bapi Karmakar	7	7
Sh. Naresh Kumar Bansal	7	1
Smt. Chanchala burman	7	1

ROTOGRAPHICS (INDIA) LIMITED

2. AUDIT COMMITTEE:

(A) COMPOSITION, NAME OF MEMBERS AND CHAIRMAN

The Audit Committee of the company presently consists of two independent directors and one Executive director. The composition of Audit Committee is as follows:

Sh. Naresh Kumar Bansal	Chairman
Sh. Pratap Burman	Executive
Sh. Bapi Karmakar	Independent

(B) NUMBERS OF AUDIT COMMITTEE MEETINGS HELD, DATES AND PRESENCE:

The Audit Committee Meetings were held 4 times during the year on, 10 August 2013, 6th November 2013, 8th February 2014, and 31st March 2014, the attendance of Directors of meetings held during the financial year 2013-14 as follows:-

DATE OF THE MEETING	PRATAP BURMAN	RAJIV BURMAN	BAPI KARMAKAR	NARESH KUMAR BANSAL
10th August 2013	yes	yes	yes	–
6th November 2013	yes	yes	yes	–
8th February 2014	yes	yes	yes	–
31st March 2014	yes	yes	yes	yes

(C) TERMS OF REFERENCE

The terms of reference of the Audit Committee are as per guidelines set out in Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. These broadly include approval of Annual Internal Audit Plan, review of financial reporting systems, internal control systems, ensuing compliance with regulatory guidelines, discussions on quarterly/ annual financial results, supervising the internal control system etc.

3. THE SHAREHOLDERS/INVESTORS GRIEVANCE/SHARE TRANSFER COMMITTEE

The composition of Share holders/investors Grievance/Share Transfer Committee is as follows:-

Sh. Bapi Karmakar	Chairman
Sh. Pratap Burman	Member
Sh. Naresh Kumar Bansal	Member

The Company has its Share Transfer Agent (RTA) M/s. Future Point, Lajpat Nagar, New Delhi is acting as Registrars. The power to approve Share Transfer/Share Transmission is given to the Committee, which meet on regular interval. The powers to sign the share transfer duly registered, and to confirm. During the year under review, all the complaints received have been redressed. There is no share transfer application pending for registration for more than 30 days.

4. REMUNERATION COMMITTEE:

(A) CONSTITUTION AND COMPOSITION:

Company has constituted the remuneration committee on 24th March, 2014 comprising three members. The composition of the remuneration committee is as follows:

Sh. Bapi Karmakar	Independent	Chairman
Sh. Pratap Burman	Executive	Member
Sh. Naresh Kumar Bansal	Independent	Member

(B) MEETINGS

The Remuneration Committee meeting held once in the year to be reported on 24th March, 2014.

ROTOGRAPHICS (INDIA) LIMITED

c) TERMS OF REFERENCE:

- 1) To determine Remuneration Policy of the Company
- 2) To recommend to the Board the remuneration payable to the Managing Director/ Whole Time Directors and other Directors.
- 3) To recommend to the Board the remuneration payable to directors for discharging the professional or other services otherwise than in the capacity of director.
- 4) To frame policies and compensation including salaries, incentives, promotions, benefits, stock options, and performance targets for executives of the Company.
 - i. To set standards for performance having regard to existing standards prevailing industry practices.
 - ii. To perform such other functions as may be delegated by the Board from time to time.

5. General Body Meetings :

Annual General Meetings in last Three Years	Date	Venue	Whether Special Resolution Passed
2010-11	30th Sept.' 11	26, Sundervan, Vasant Kunj, New Delhi-110070	No
2011-12	29th Sept. '12	26, Sundervan, Vasant Kunj, New Delhi-110070	No
2012-13	30th Sept. '13	26, Sundervan, Vasant Kunj, New Delhi-110070	No

6. Disclosures

There is no materially significant transaction with the related parties viz Promoters, Directors, Directors' relatives etc. that may potentially conflict with the company's interest at large.

4. Means of Communication

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)

No

5. General Share holder Information

Annual General Meeting:

- | | | |
|------------------------|---|---|
| Date & Time | : | 29th September, 2014 at 10.00A.M. |
| Venue | : | 26, Sunder Van, Vasant Kunj, New Delhi -110070 |
| Financial year | : | April 2013 to March 2014 |
| Financial Reporting in | : | (a) 1st quarterly Results |
| Calendar year | : | on or before 15.08.2013 |
| (Tentative 2013-14) | : | (b) 2nd Quarterly Results & Half Yearly Results on or before 15.11.2013 |
| | : | (c) 3rd quarterly Results |
| | : | On or before 15.02.2014 |
| | : | (d) 4th quarterly or Yearly Audited Results |
| | : | On or before 30.05.2014 |

Listing of Shares at Stock Exchanges:

1. The Stock Exchange of Delhi
2. The stock exchange of Ahmadabad
3. The stock Exchange of Jaipur

ROTOGRAPHICS (INDIA) LIMITED

DISTRIBUTION SCHEDULE

AS ON 31.03.2014

Equity Shares

Nominal Value of Each Share/Unit Rs.10/-

Numbers of Share-Holders	% of Total	Share Holding of Nominal Value of Rs.	No. of Shares	Amount in Rs.	% to Total
127	30.24	Up to 5000	60600	606000	1.56
198	47.14	5001 to 10000	178800	1788000	4.59
23	5.48	10001 to 20000	43700	437000	1.12
9	2.14	20001 to 30000	23700	237000	.61
4	.95	30001 to 40000	14500	145000	.37
11	2.62	40001 to 50000	52500	525000	1.35
6	1.43	50001 to 100000	54400	544000	1.40
42	10	100001 and above	3465100	34651000	89
420	100.00	Total	3893300	38933000	100.00

Shareholding Pattern as on 31.03.2014

Sl. 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

Dematerialization of Equity Shares and Liquidity

The Company shares are currently traded only in materialized forms.

Address for Correspondence:

Registered Office:
 ROTOGRAPHICS (INDIA) LIMITED
 E-49/303, DAZALL HOUSE, JAWAHAR PARK
 LAXMI NAGAR NEW DELHI 110092

For matters related to Shares/Queries /Transfer/Transmission request: Regd. Office.

The above annual report has been placed before the Board in its meeting held on 1st September, 2014 and the same was approved.

For and on behalf of Board

Place: Delhi
 Date: 1st September, 2014.

**Sd/-
 (Chairman)**

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED CORPORATE GOVERNANCE REPORT

CEO/CFO CERTIFICATION

To
The Board of Directors
Rotographics (India) Limited

1. We have reviewed the financial results of Rotographics (India) Limited for the period ended 31st March, 2014 and to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - ii) 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.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the period ended 31st March, 2014, are fraudulent, illegal or violative of the Company's Code of Conduct.
3. 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.
4. We have indicated to the Auditors and the Audit Committee
 - i) Significant changes in the Company's internal control over financial reporting during the period;
 - ii) Significant changes in accounting policies during the period, and
 - iii) 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.

Place: New Delhi
Date: 1st September, 2014

Naresh Kumar Bansal
Director & CFO

Bapi Karmakar
Director

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, 2014.

Place: New Delhi
Date: 1st September, 2014

Naresh Kumar Bansal
Director & CFO

J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS

ROTOGRAPHICS (INDIA) LIMITED

AUDITOR'S REPORT

THE MEMBERS,

M/S ROTOGRAPHICS (INDIA) LIMITED

1. We have audited the attached Balance Sheet of Rotographics (India) Limited as at 31st March, 2014 and the related Profit and Loss Account and Cash Flow Statement for the period ended on that date annexed thereto. These financial statements are the responsibilities of the company's management. Our responsibility is to express an opinion on these financial statement based on our audit.
2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 ("The Act"), read with general circular 8/2014 dated 4th April, 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control 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.
3. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in financial statements. An audit also includes assessing the accounting principles used and significant estimate made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
4. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of Sub-Section (4A) of Section 227 of the Companies Act, 1956 and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 of the said Order to the extent applicable to the Company.
5. Further to our comments in the Annexure referred to in the above paragraph, we report that:
 - a) We have 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 accounts as required by law have been kept by the company so far as appears from our examination of those books.
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in section 211(3C) of the Act.
 - e) On the basis of information and explanation given to us and representation received from the directors of the company, we report that no director is disqualified from being appointed as director of the company under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes appearing in schedule of significant

ROTOGRAPHICS (INDIA) LIMITED

accounting policies and notes on accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014, and
- ii) in the case of the Profit and Loss Account, of the Profit of the company for the year ended on that date.
- iii) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS

(JAYANT K. MONGA)

Partner

Date : 1st September, 2014.

ROTOGRAPHICS (INDIA) LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in Paragraph 3 above)

Annexure referred to in paragraph "3" of the Auditor's Report to the Members of M/s Rotographics (India) Limited on the accounts for the year ended March 31, 2014.

- (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) (a) The company has not granted secured/unsecured loan to any firm/company covered in the Register maintained U/s 301 of 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 within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- (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 Companies Act, 1956 in respect of any of the Company's products.
- (ix) (a) According to the Book 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, 2014, 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.

ROTOGRAPHICS (INDIA) LIMITED

- (x) The company has accumulated losses as at 31st March, 2014, and it has not incurred cash losses either during the financial year ended on that date or in the immediately preceding financial year.
- (xi) 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 any financial institution and no debentures have been issued by the company.
- (xii) The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) 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.
- (xiv) In our opinion, the company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities debentures and other investments during the year and timely entries have been made therein. Further, such securities have been held by the company in its own name.
- (xv) The company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The company has not taken any term loan.
- (xvii) 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 tem basis which have been used for long term investment.
- (xviii) 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.
- (xix) No debentures have been issued by the company.
- (xx) The company has not raised any money by public issues during the year.
- (xxi) 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.

J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS

(JAYANT K.MONGA)
Partner

Date: 1st September, 2014.

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED

Balance Sheet as at 31 March, 2014

	Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
			Amount	Amount
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	3,74,73,000	3,74,73,000
	(b) Reserves and surplus	4	-23,32,238	-24,03,112
			3,51,40,762	3,50,69,888
2	Non-current liabilities			
	(a) long-term liabilities	5	8,45,000	9,45,000
	(b) Deferred Tax Liabilities(net)		1,60,850	1,60,509
			10,05,850	11,05,509
3	Current liabilities			
	(a) Trade payables		4,48,992	3,16,412
	(b) Other current liabilities	6	27,06,000	27,07,200
	(c) Short-term provisions	7	1,05,654	3,31,054
			32,60,646	33,54,666
	TOTAL		3,94,07,258	3,95,30,063
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	8	4,32,024	5,01,828
	(b) Non-current Investments	9	15,971	15,971
			4,47,995	5,17,799
2	Current assets			
	(a) Inventories	10	1,23,120	63,337
	(b) Trade receivables	11	5,67,194	6,94,464
	(c) Cash and cash equivalents	12	11,18,902	9,13,788
	(d) Short-term loans and advances	13	3,71,50,047	3,73,40,674
			3,89,59,263	3,90,12,263
	TOTAL		3,94,07,258	3,95,30,063
	See accompanying notes forming part of the financial statements			

In terms of our report attached.
For J.K. MONGA & ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors

(JAYANT K. MONGA)
"Partner "

Place : New Delhi
Date: 4th September, 2014

(PRATAP BURMAN)
Director

(BAPI KARMAKAR)
Director

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED

Statement of Profit and Loss for the year ended 31 March, 2014

	Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
			Amount	Amount
1	Revenue from operations	14	1,02,18,986	93,97,863
2	Total revenue		1,02,18,986	93,97,863
3	Expenses			
	(a) Purchases of stock-in-trade	15	93,02,236	86,06,252
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	16	-59,783	-
	(c) Employee benefits expense	17	4,44,754	3,03,482
	(e) Depreciation and amortisation expense	8	69,804	81,083
	(f) Other expenses	18	3,59,360	3,02,247
	Total expenses		1,01,16,371	92,93,064
4	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		1,02,615	1,04,799
5	Exceptional items		-	-
6	Profit / (Loss) before extraordinary items and tax (5 - 6)		1,02,615	1,04,799
7	Extraordinary items		-	-
8	Profit / (Loss) before tax (7 - 8)		1,02,615	1,04,799
9	Tax expense:			
	(a) Current tax expense for current year		31,400	32,000
	(b) Deferred tax		341	722
			31,741	32,722
10	Profit / (Loss) operations (9 - 10)		70,874	72,077
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

(JAYANT K. MONGA)
"Partner "

Place : New Delhi
Date: 4th September, 2014

For and on behalf of the Board of Directors

(PRATAP BURMAN)
Director

(BAPI KARMAKAR)
Director

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2014

	2013-2014	2012-2013
A. Cash flow from operating activities		
Net profit/(loss) before tax and extra ordinary items adjusted for	70,874	72,077
Income tax	31,400	32,000
Depreciation	69,804	81,083
Interest Received	-	(698)
Operating profit before working capital changes	1,72,078	1,84,462
Adjustment for changes in		
Trade Receivables	1,27,270	48,89,852
Loan & Advances	1,90,627	(22,29,205)
Inventories	(59,783)	-
Trade payables	(94,019)	(53,08,712)
Cash generated from Operations	3,36,173	(24,63,603)
Income tax	(31,400)	(32,000)
Interest	-	698
Cash flow before extra ordinary items	3,04,773	(24,94,905)
Extra ordinary items	341.00	722.00
Net cash from operating activities	3,05,114	(24,94,183)
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	(1,00,000)	-
Net cash used in financing activities	(1,00,000)	-
Net increase in cash & cash equivalents (A + B + C)	2,05,114	(24,94,183)
Cash & Cash equivalents as at 1st April, (Opening Balance)	9,13,788	34,07,971
Cash & Cash equivalent as at 31st March (Closing Balance)	11,18,902	9,13,788

In terms of our report attached.
For **J.K. MONGA & ASSOCIATES**
Chartered Accountants

For and on behalf of the Board of Directors

(JAYANT K. MONGA)
"Partner "

Place : New Delhi
Date: 4th September, 2014

(PRATAP BURMAN)
Director

(BAPI KARMAKAR)
Director

ROTOGRAPHICS (INDIA) LIMITED

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

Note	Particulars
1	ACCOUNTING POLICIES 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, 1956. 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 <u>Sale of goods</u> 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. <u>Income from Interest on Term Deposit</u> Income from Interest on Term Deposit with Banks is recognized on accrual basis.
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, 2013 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.

ROTOGRAPHICS (INDIA) LIMITED

1.9 Foreign currency transactions

There are no foreign currency transactions involved during the year under review.

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, Income Tax, 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 NOTES TO ACCOUNTS

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.

2.2 The company had paid an amount of Rs. 1,74,760.00 to UPSIDC against allotment of Plot at Gr. Noida. However, the allotment was cancelled more than 15 years back and despite numerous efforts made by the company, the allotment could not be restored. The company has accordingly transferred the same amount from fixed assets to advances as doubtful of recovery.

2.3 Contingent Liabilities

There are no contingent liabilities at the year ended on 31st March, 2014

In terms of our report attached.

For and on behalf of the Board of Directors

For J.K. MONGA & ASSOCIATES

Chartered Accountants

(JAYANT K. MONGA)

"Partner "

Place : New Delhi

Date: 4th September, 2014

(PRATAP BURMAN)
Director

(BAPI KARMAKAR)
Director

ROTOGRAPHICS (INDIA) LIMITED

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note 3: Share capital

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of 10/- each with voting rights	50,00,000	5,00,00,000.00	50,00,000	5,00,00,000.00
(b) Issued Equity shares of 10/- each with voting rights	38,93,300	3,89,33,000.00	38,93,300	3,89,33,000.00
(c) Subscribed and fully paid up Equity shares of 10/- each with voting rights	36,01,300	3,60,13,000.00	36,01,300	3,60,13,000.00
(d) Subscribed but not fully paid up	2,92,000	14,60,000.00	2,92,000	14,60,000.00
Total	38,93,300	3,74,73,000.00	38,93,300	3,74,73,000.00

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, 2014				
- Number of shares(including partly paid up shares)	38,93,300	-	-	38,93,300.00
- Amount (Rs.10/- each)	3,74,73,000	-	-	3,74,73,000.00
Year ended 31 March, 2013				
- Number of shares(including partly paid up shares)	38,93,300	-	-	38,93,300.00
- Amount (Rs.10/- each)	3,74,73,000	-	-	3,74,73,000.00

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

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	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	4,88,200	12.54	4,88,200	12.54
RAJIV BURMAN *	2,36,100	6.06	2,36,100	6.06
PRAXTON ASSOCIATES PVT. LTD.	3,57,200	9.17	3,57,200	9.17
HIMGIRI FINVEST PVT. LTD.	2,64,000	6.78	2,64,000	6.78
AGBROS FINCAP PVT. LTD.	3,86,500	9.93	3,86,500	9.93
TOTAL	17,32,000	44.48	17,32,000	44.48

* including 16000 shares hold jointly

ROTOGRAPHICS (INDIA) LIMITED

Note 4 Reserves and surplus

Particulars	As at 31 March, 2014	As at 31 March, 2013
	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	-24,03,112	-24,75,189
Add: Profit / (Loss) for the year		
Amounts transferred from Statement of Profit and Loss:	70,874	72,077
Less: Dividends proposed to be distributed to equity shareholders	-	-
Tax on final dividend	-	-
Transferred to General reserve	-	-
Closing balance	-23,32,238	-24,03,112
Total Reserves and surplus	-23,32,238	-24,03,112

Note 5 Long Term liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Unsecured Loans	8,45,000	9,45,000
Total Amount	8,45,000	9,45,000

Note 6 Other current liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Other payables		
(i) Statutory Liabilities (TDS, VAT, Service Tax, etc.)	6000	7200
(ii) Advance from Customer	2700000	2700000
Total Amount	27,06,000	27,07,200

Note 7 Short-term provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Provision for employees salary & benefits:		
(i) Provision for Salary	24000	24000
(ii) Provision for Incentive	-	-
(iii) Provision for Leave Encashment	-	-
	24,000	24,000
(b) Provision - Others:		
(iv) Provision for tax	31400	32000
(v) Provision - Audit Fee	16854	16854
(vii) Provision - Other Expenses	33400	258200
Total Amount	81,654	3,07,054
	1,05,654	3,31,054

Note 8 Fixed assets

Tangible assets	Gross block				
	Balance	Additions	Disposals	Other adjustments*	Balance as at 31 March, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.
(a) Plant & Machinery	72,58,131	-	-	-	72,58,131
(b) Office equipment	4,75,478	-	-	-	
Total	77,33,609	-	-	-	77,33,609
Previous year	77,33,609	-	-	-	77,33,609

Tangible assets	Accumulated depreciation				Net block		
	Balance as at 1 April, 2013	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Other adjustments*	Balance as at 31 March, 2014	Balance as at 31 March, 2014	Balance as at 31 March, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a) Plant & Machinery	67,58,822	69,454	-	-	68,28,276	4,29,855	4,99,309
(b) Office equipment	4,72,959	350	-	-	4,73,309	2,169	2,519
Total	72,31,781	69,804	-	-	73,01,585	4,32,024	5,01,828
	77,04,740	69,804	-	-	77,74,894	4,34,193	5,04,347

ROTOGRAPHICS (INDIA) LIMITED

Note-9-Non current Investment

	Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
A	Trade Investments		
	(a) Investment 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	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
Aggregate amount of quoted investments (Market value)	24,369	22,327
Aggregate amount of unquoted investments (Market Value)	-	-

ROTOGRAPHICS (INDIA) LIMITED

Note 10 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
(a) Stock-in-trade (acquired for trading)	1,23,120	63,337
Goods-in-transit	-	-
	1,23,120	63,337
(b) Stores and spares	-	-
Goods-in-transit	-	-
	-	-
Total Amount	1,23,120	63,337

Note 11 Trade receivables

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
Trade receivables (outstanding for a period exceeding six months from the date they were due for payment)		
Unsecured, considered good	3,18,354	3,23,340
Doubtful	-	-
	3,18,354	3,23,340
Other Trade receivables		
Unsecured, considered good	2,48,840	3,71,124
Doubtful	-	-
	2,48,840	3,71,124
Less: Provision for doubtful trade receivables	5,67,194	6,94,464
	-	-
Total Amount	5,67,194	6,94,464

Note 12 Cash and cash equivalents

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
(a) Cash in hand	5,14,179	4,73,787
(b) Foreign Currency in hand	-	-
(c) Balances with banks		
(i) In current accounts	6,04,723	4,40,002
(ii) In deposit accounts (having remaining maturity of 12 month or less)	-	-
Total Amount	11,18,902	9,13,788

ROTOGRAPHICS (INDIA) LIMITED

Note 13 Short-term loans and advances

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
(a) <u>Loans and advances to employees</u>		
Unsecured, considered good	8,500	1,52,500
Doubtful	-	-
Less: Provision for doubtful loans and advances	8,500	1,52,500
	-	-
	8,500	1,52,500
(b) <u>Balances with government authorities</u>		
Unsecured, considered good		
(i) Income Tax Authorities		
- Advance Tax	37,534	28,298
- TDS on commission	35,373	41,236
(ii) Sales Tax Deposit	40,080	40,080
	1,12,987	1,09,614
(c) <u>Others: Loans & Advances</u>		
Unsecured, considered good	3,68,35,000	3,68,85,000
Doubtful	1,74,760	1,74,760
Rent Deposit	16,250	16,250
Deposit for electricity & water	2,550	2,550
	3,70,28,560	3,70,78,560
Less: Provision for other doubtful loans and advances	-	-
	3,70,28,560	3,70,78,560
Total Amount	3,71,50,047	3,73,40,674

Note 14 Revenue from operations

	Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
(a)	Sale of products	95,93,605	89,54,784
(b)	Interest from Bank	-	698
(c)	Professional Receipts (Commission)	3,53,727	4,12,360
(d)	Lease Charges	30,000	30,000
(e)	Excess Provision Written Back	2,41,654	21
	Total Revenue	1,02,18,986	93,97,863

Note 15 Purchase of traded & service goods

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
Fabric	93,02,236	86,06,252
Total Purchases	93,02,236	86,06,252

ROTOGRAPHICS (INDIA) LIMITED

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

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
<u>Inventories at the end of the year:</u>		
Stock-in-trade	1,23,120	63,337
	1,23,120	63,337
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	63,337	63,337
	63,337	63,337
Net (increase) / decrease	-59,783	-

Note 17 Employee benefits expense

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
<u>(i) Salaries and wages</u>	4,08,000	2,88,000
Staff welfare expenses	36,754	15,482
Total Amount	4,44,754	3,03,482

Note 18 Other expenses

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 Rs.
Advertisement	44,464	46,355
Books , Newspaper & Periodicals	1,560	1,246
Fees & Taxes	26,529	32,486
Bank Charges and Interest	272	522
Office Maintenance	34,386	18,864
Electricity, water,Power and fuel	40,560	25,528
Rent including lease rentals	30,000	30,000
Travelling and conveyance Expenses	38,545	15,620
Telephone Postage & Fax	40,470	29,192
Printing and stationery	1,720	1,580
Legal and professional	84,000	84,000
Payments to auditors (Refer Note (I) below)	16,854	16,854
Total Amount	3,59,360	3,02,247

Note :

Particulars	As at 31 March, 2014 Rs.	As at 31 March, 2013 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

Rotographics (India) Limited
CIN: L74899DL1976PLC008036

Regd. Office: E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi-110092, India
E-Mail: info@rotoindia.in; **Website:** www.rotoindia.in **Phone No. :** 011-47366600, 011-22444014

FORM OF PROXY

ANNUAL GENERAL MEETING ON 29TH SEPTEMBER, 2014 AT 10:00 A.M.

Name of the Member(s)	
Registered Address	
E-Mail Id	
Folio No./Client Id	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:
 _____ of _____ having e-mail id _____ or failing him/her
 _____ of _____ having e-mail id _____ or failing him/her
 _____ of _____ having e-mail id _____

As my/our proxy to attend and vote (on a poll) for me/us and on / my behalf at the Annual General Meeting of the Company to be held on Monday the 29th September, 2014 at 10:00 a.m. at 26, Sundervan, Vasant Kunj, New Delhi – 110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Financial Statement for the year ended 31 st March, 2014		
2.	Re-appointment of Mr. Pratap Burman as a Director of the Company, who retires by rotation.		
3.	Appointment of Mr. Naresh Kumar Bansal as a Director of the Company, who was appointed as an additional director.		
4.	Appointment of Mrs. Chanchala Burman as a Director of the Company, who was appointed as an additional director.		
5.	Appointment of Mr. Anil Kumar as a Director of the Company, who was appointed as an additional director.		
6.	To approve change in Memorandum of Association in respect of splitting of Equity Shares, Consequent changes in Articles of Association.		
7.	To approve clause III rd A Point No. 2 of Main objects of the company which is altered by inserting the word steel, equipment.		

Signed this _____ day of _____ 2014.

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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Affix
Revenue
Stamp