

Transcript of 46th Annual General Meeting held on 29th September 2021.

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

Company Secretary:

A Very Good Morning, Respected Members, Dignitaries, Directors and Auditors. I am Ankit Bansal, Company Secretary & Compliance officer; Welcome you all to the 46th Annual General Meeting of your Company, which is being held through video conferencing in accordance with the circulars issued by the Ministry of Corporate affairs and SEBI.

Before we start the main proceedings of the meeting, I would like to introduce the persons on dais.

Mr. Naresh Kumar Bansal

Executive Director and Chairman

Mr. Pankaj Kumar Bansal

Independent Director,

Mr. Rohit Kumar

Independent Director

Mr. Pratap Burman, Mrs. Chanchala Burman And Mr. Bapi Karmakar & Our Statutory Auditor A P T & Co. LLP, Secretarial Auditor and Scrutinizer Manoj Purbey & Associates have also joined us from their respective locations.

I now request the Chairman of the 46th Annual General Meeting, Mr. Naresh Kumar Bansal, Mr. Naresh Kumar Bansal not only a Director of the company he is also acting a Chief Financial Officer. He has more than 35 years' experience in the field of Accounts & Finance. I request Mr. Chairman to take forward the proceedings of the meeting.

Chairman

Thank You Ankit

Dear Members,

It is my pleasure to welcome you at the 46th Annual General Meeting of the Company. Hope, all of you are safe & in good health and wish you all to stay that way. Due to lockdown and social distancing consequent to Covid-19 Pandemic, we are holding this AGM through video conference. I Pray to God that form next year we together physically join the AGM.

We have the requisite quorum present through video conference to conduct the proceedings of this meeting. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. The quorum being present, I call this meeting to order.

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

CS

Members may note that this Annual General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. Facility for joining this meeting

through video conference or other audio-visual means is made available for the members on a first-come-first-served basis.

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

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

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

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

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

Chairman's speech

Dear Members,

Welcome to the 46th Annual General Meeting of Rotographics (India) Limited. It is a pleasure to connect with all of you again, although this time we meet virtually. On behalf of the Rotographics (India) Limited Board of Directors, I want to thank you for taking the time out to join us today. Your support and confidence in us,

even in uncertain times like these, drive us to look for more ways to do more, and create greater value.

During the year under review, our gross revenue stood at Rs. 15.51 lakhs as against Rs. 14.72 Lakhs in the previous year. However, the Board of Directors does not recommend any dividend for the current financial year.

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

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

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

CS

Thank you Chairman Sir.

The Statutory Auditors, A P T & Co LLP, and Secretarial Auditor, Manoj Purbey & Associates have expressed unqualified opinion in their respective audit reports for the financial year 2020-2021. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. The Statutory Auditor's Report and Standalone Financial Statements are available from page number 53 to 74 of the

Annual Report. Secretarial Auditor Report is enclosed as Annexure F to the Board's report on page number 47 of the Annual Report. Thank you.

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

Chairman

Thank you, Ankit.

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

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

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

The Financial Statements of the Company for the financial year ended March 31, 2021 including the reports of Board of Directors and Auditors have already been provided to the members.

Item No. 2–Re-appointment of Mr. Bapi Karmakar retiring by rotation

Mr. Bapi Karmakar, who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3 – Appointment of Mr. Rohit Kumar

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

Members please note, we have mentioned in our notice that only those shareholders will be allowed to express their views or ask questions during the

meeting, who have send their questions in advance and have registered themselves as speaker, via email to the company.

The Company has received one advanced query as stated in the notice of the AGM, and the same shall be replied, accordingly, post AGM. As of now we have a speaker session. We request speakers to limit their speeches to 2-3 minutes for the benefit of other shareholders. Other may also invited to express their views, if they have any, in the chat box provided. The chairman or the board or the CFO, as required, may respond to all the questions at the end of the meeting. Now, I would request CS to allow the speaker one by one to express their views.

CS: Ok Sir

CS: Now I request Mr. Chetan Chadha from Delhi. Please switch on your video and unmute yourself and speak.

CS: Mr. Chetan Chadha from Delhi. Please switch on your video and unmute yourself and speak.

CS: Mr. Chetan Chadha from Delhi. Please switch on your video and unmute yourself and speak.

He seems he has not able to join the meeting, we now move on to our Annual general meeting proceeding.

Chairman

Thank you Ankit

I appreciate the confidence and faith that our shareholders have on the Board and management, that we have not received any question or query pertaining to any item on the Notice, from our shareholder.

Further, the Board of Directors has appointed Manoj Purbey & Associates as Scrutinizer for conducting e-voting process. I hereby authorize the Company Secretary to declare the results of the voting and place the results on the website of the company at the earliest. The resolutions as set forth in the notice shall be deemed to be passed today subject to receipt of the requisite number of votes. With this, the 46th Annual General Meeting comes to an end.

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

Thank you for your support and we hope you continue your association with us and I hereby declare the proceedings as closed.

Thank you, stay safe.