

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Naresh Kumar Bansal	Director
Mrs. Chanchala Burman	Director
Mr. Bapi Karmakar	Director & CEO
Mr. Anil Kumar	Independent Director
Mr. Surendran Paramu	Independent Director
Mr. Pratap Burman	Non Executive Director

### CHIEF FINANCIAL OFFICER

Mr. Naresh Kumar Bansal

### COMPANY SECRETARY

Ms. Poonam Saxena

### AUDITORS

M/s A P T & Co LLP  
Chartered Accountants,  
601, 6th Floor, Krishna Apra Plaza,  
Sector- 18, Noida- 201301, Uttar Pradesh, India\

### 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

Manoj Purbey & Associates  
Company Secretaries

### INTERNAL AUDITOR

Deepak Jaju & Co  
Chartered Accountants  
New Delhi

### 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

Unit No. 8, Ground Floor Pocket M  
Sarita Vihar New Delhi 110076  
Ph.: 011-47366600  
Email id: info@rotoindia.co.in,  
Website: www.rotoindia.co.in

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## DIRECTORS' REPORT

To  
The Members of  
Rotographics (India) Limited

Your Directors have pleasure in presenting the 45<sup>th</sup> Annual Report, together with the Audited Statements of Account of the Company for the financial year ended on 31st March, 2020 in terms of the Companies Act 2013 and the rules & regulations made there under along with Regulation 33 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

### 1. SUMMARISED FINANCIAL HIGHLIGHTS

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

#### FINANCIAL RESULTS

Particulars	For the year 2019-20 (in Rupees)	For the year 2018-19 (in Rupees)
Sales and other income	14.72	16.48
Profit before Depreciation	2.03	2.20
Depreciation	0.13	0.31
Profit before tax	1.90	1.89
Profit after tax	1.37	1.36
Other comprehensive Income	0.03	0.03
Total comprehensive Profit	1.40	1.39
Earnings per share (in Rs.)(of Re. 10/- each) (not annualized)		
a) Basic (in Rs.)	0.04	0.04
b) Diluted (in Rs.)	0.04	0.04

### 2. COMPANY'S PERFORMANCE REVIEW

During the year under review your Company has achieved the gross revenue of Rs.14.72 Lakhs as against Rs.16.48 Lakhs in the previous year.

### 3. DIVIDEND

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

### 4. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, your Company has not changed its nature of business.

## 5. SHARE CAPITAL

As on 31st March, 2020, the Share Capital structure of the Company stands as under:

Particulars	No. of Shares	Amount (in Rs.)
<b>Authorized Share Capital</b>		
Equity Shares of Rs. 10/- each	50,00,000	5,00,00,000
<b>Total</b>	50,00,000	5,00,00,000
<b>Issued Share Capital</b>		
Equity Shares of Rs. 10/- each	38,93,300	3,89,33,000
<b>Total</b>	38,93,300	3,89,33,000
<b>Subscribed Share Capital</b>		
Equity Shares of Rs. 10/- each	36,01,300	3,60,13,000
<b>Total</b>	36,01,300	3,60,13,000
<b>Paid up Share Capital</b>		
Equity Shares of Rs. 10/- each	36,01,300	3,60,13,000
<b>Total</b>	36,01,300	3,60,13,000

## 6. EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form No. MGT-9 is annexed as “**Annexure – B**” to this Report. The Annual Return in Form MGT-7 for the year 2018-19 is available on the Company’s website [www.rotaindia.co.in](http://www.rotaindia.co.in) in the Investor section and for the year 2019-20 will be made available as soon as the same is filed with Registrar of Companies.

## 7. BOARD MEETINGS HELD DURING THE YEAR

During the year, 08 meetings of the Board of Directors, and 01 meeting of Independent Directors were held as required under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The details of the meetings are furnished in the Corporate Governance Report in **Annexure C**- forming part of this report.

## 8. SECRETARIAL STANDARDS

The Company has complied with the applicable provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

## 9. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR

Independent Directors namely Mr. Surendran Paramu (DIN:07602763) and Mr. Anil Kumar (DIN:06940017) have given declaration confirming that they comply with the requirements of Section 149(6) of the Companies Act, 2013.

## 10. NOMINATION AND REMUNERATION POLICY

### OBJECTIVES OF THE POLICY:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.



- b) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer Companies.
- c) To carry out evaluation of the performance of Directors.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

## **11. BOARD'S COMMITTEES**

The Board of Directors of the Company constituted the following Committees:

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders Relationship Committee

The Committees' composition, charters and meetings held during the year and attendance thereat, are given in the Report on Corporate Governance forming part of this Annual Report.

## **12. 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 during the Financial Year 2019-20.

## **13. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

## **14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

### **(A) CONSERVATION OF ENERGY:**

- (i) The steps taken or impact on conservation of energy: Nil
- (ii) The steps taken by the company for utilizing alternate sources of energy: Nil
- (iii) The capital investment on energy conservation equipment: Nil

### **(B) TECHNOLOGY ABSORPTION:**

- (i) The efforts made towards technology absorption: Nil
- (ii) The benefit derived like product improvement, cost reduction, product development or import substitution: Nil
- (iii) In case of imported technology (imported during the last three Years reckoned from the beginning of the financial year): Nil
  - a) The details of technology imported;
  - b) The year of import;

- c) Whether the technology been fully absorbed;
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;
- e) The expenditure incurred on Research and Development: Nil

#### **EXPENDITURE ON R& D**

<b>S. No.</b>	<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
A	Capital	Nil	Nil
B	Recurring	Nil	Nil
C	Total	Nil	Nil
D	Total R&D expenditure as a percentage of total turnover	Nil	Nil

#### **(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with the Rule 5 of the Companies (Accounts) Rules, 2014, the information relating to foreign exchange earnings and outgo- Nil

#### **15. 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.

#### **16. ANNUAL EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations. Further, the Independent Directors, at their exclusive meeting held during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations.

#### **17. AUDIT COMMITTEE**

The details pertaining to composition of the Audit Committee and terms of reference are included in the Corporate Governance Report, which forms part of this Report.

#### **18. RELATED PARTY TRANSACTION**

All contracts/arrangement/transactions entered into by the Company during the financial year with related parties were on an arm's length basis and were in the ordinary course of business and were placed before the audit committee for their approval, wherever applicable. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in **Form AOC 2** is as attached in **Annexure- E**, forming part of this report.

#### **19. REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and /or Board under Section 143(12) of the Act and Rules framed thereunder.

#### **20. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197(12) 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 there to (via e-mail addresses registered with the company due to the exemptions provided by the ministry in the wake of current pandemic COVID-19).

If any member is interested in inspecting the same, such member may write to the company secretary in advance. The statement of particulars under section 134(3)(q) and 197(12) of the Companies Act, 2013 is annexed in **Annexure-D**, forming part of this report.

## **21. DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibilities Statement, it is hereby confirmed that;

1. in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable Accounting Standards have been followed along with proper explanation relating to material departures if applicable;
2. for the financial year ended March 31, 2020, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended March 31, 2020;
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual financial statements have been prepared on a going concern basis;
5. proper internal financial controls are in place and such internal financial controls are adequate and were operating effectively; and
6. proper systems have been devised to ensure compliance with the provisions of all applicable laws and are adequate and operating effectively.

## **22. CORPORATE GOVERNANCE REPORT**

As required under Regulation 34 (3) read with Schedule V (C) of the Listing Regulations a report on Corporate Governance are given in **Annexure – C**, forming part of this report.

## **23. SECRETARIAL AUDIT**

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, your Company engaged the services of **Manoj Purbey & Associates, Company Secretaries**, to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2020.

The Secretarial Audit Report in **Form MR-3** is given named **Annexure – G**, forming part of this report.

## **24. WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism.

The Whistle Blower Policy is available on Company's website [www.rotointia.co.in](http://www.rotointia.co.in) .

## 25. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### I. RETIRE BY ROTATION

In Accordance with the provision of section 152(6) of Companies act, 2013, Mr. Naresh Kumar Bansal (DIN: 00681525), will retire by rotation at the ensuing Annual General Meeting of the company and being eligible, offer themselves for re-appointment as Director. The board recommended their re- appointment.

Brief resume of the Directors, nature of their expertise in specific functional areas and details of their directorship and membership/chairmanship of the board/committees, as stipulated under SEBI (LODR) Regulations, 2015 has been provided in the Annexure to the Notice of the 45<sup>th</sup> AGM of the company.

### II. KEY MANAGERIAL PERSONNEL

The following persons are the Key Managerial Personnel (KMP) of the company in compliance with the provisions of the Companies Act, 2013:

- a) Mr.Bapi Karmakar, (DIN: 02404342), Chief Executive Officer
- b) Mr. Naresh Kumar Bansal(DIN:00681525), Chief Financial Officer
- c) \*Mr. Mohd Sagir Company Secretary (A-42985)
- d) \*\*Ms. Poonam Saxena, Company Secretary (A-52650)

***\*CS Mohd Sagir resigned from the company from his designation as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 14.01.2020.***

***\*\*CS Poonam Saxena has been appointed as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 20<sup>th</sup> July 2020.***

The remuneration and other details of the KMP'S for the year ended 31<sup>st</sup> March, 2020 are mentioned in the Extracts of the Annual Return attached as **Annexure-B** and forms part of this report of the Directors.

## 26. BOARD EVALUATION

In terms of clause (p) of sub section (3) of Section 134 of the Companies Act, 2013 and as per the policy framed and approved by the Board of Directors of the Company, the annual evaluation of the Independent Director's, Board of Director's is annexed in **Annexure- F** that forms part of this Board Report.

## 27. DEPOSITS

During the year under review, your Company did not accept any deposit within the meaning of the provisions of Chapter V – Acceptance of Deposits by Companies read with the Companies (Acceptance of Deposits) Rules, 2014.

## 28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There has been no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations. All orders received by the Company during the year are of routine in nature which has no significant / material impact.

## 29. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems.

Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

### **30. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees.

The Internal Complaints Committees (ICC) cannot be constituted due to the lack of number of female employees under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Therefore the Company has organized an awareness programme for the female employee in respect to spread the awareness of this Act and has informed them to file any complaint of Sexual harassment caused at workplace to the Local Complaints Committee (LCC) Constituted in every District as per the provision of Section 5 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received - NIL
- No. of complaints disposed off – NIL

### **31. 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.

### **32. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

During the year under review, no shares were held in Demat suspense account or unclaimed suspense account of the Company.

### **33. IMPACT OF COVID-19 PANDEMIC**

During the last few months of the year under review, COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdowns. Due to the spread of COVID-19 and in accordance with the various initiatives and directions of both Central and State Government(s) from time to time including Janata Curfew and subsequent nationwide lockdown, the operations of the Company were suspended from March 22, 2020. However, even before that date, impact started to show on the business of the Company with reduced workforce. After the end of second lockdown on May 3, 2020, the Company gradually started its business operations with minimum workforce combined with work from home policy.

The Company is closely monitoring the situation arising out of COVID-19 and resultant restrictions imposed by the regulatory authorities. At this point of time it is not possible either to foresee the duration for which this pandemic will last, nor predict its course. Hence, the Company is not in a position to assess with certainty the future impact on operations but does not expect normalcy to be achieved before the third or fourth quarter of financial year 2020-21.

### **34. AUDITORS**

#### **(i) STATUTORY AUDITOR AND AUDITOR'S REPORT-**

**M/s Kumar Grover & Co.**, Chartered Accountants having Firm's registration no. 001240N were appointed as the Statutory Auditors of the Company to hold the office for a term of 5 years from the conclusion of the 41<sup>st</sup> Annual General Meeting (AGM) held on 26<sup>th</sup> day of September, 2016 until the conclusion of the 46<sup>th</sup> AGM of the Company.

However, casual vacancy arose in the office of the Statutory Auditor due to resignation by M/s Kumar Grover & Co., Chartered Accountants owing to preoccupation.

The Company accepted their resignation with regard for their services over the period.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. There is no qualification, adverse remarks or disclaimer made by Statutory Auditors.

Thereon, the Company appointed M/s A P T & Co LLP, Chartered Accountants as their Statutory Auditor w.e.f 27<sup>th</sup> August, 2020.

M/s A P T & Co LLP, Chartered Accountants, having firm's registration no 014621C/N500088 have been proposed for appointment as the Statutory Auditors of the Company for a period of five year from the 45<sup>th</sup> AGM of the Company held on Wednesday, 30<sup>th</sup> September, 2020 till the conclusion of 50<sup>th</sup> AGM of the Company.

**(II) SECRETARIAL AUDITOR AND REPORT-**

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 Manoj Purbey & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "**Annexure G**".

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

**(III) INTERNAL AUDITOR-**

Pursuant to provisions of section 138 of the Companies Act, 2013 the Company has appointed Deepak Jaju & Co, Chartered Accountants to undertake the Internal Audit of the Company.

**35. GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

**36. ACKNOWLEDGEMENTS:**

The Board of Directors take this opportunity to thank the, customers, members, suppliers, bankers, associates, central and state Governments and employees at all levels for their support and co-operation extended to the Company during the year.

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

**Pratap Burman  
Chairman**

**Place: New Delhi**

**Date: 05.09.2020**

## **Annexure - A to Directors' Report**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

#### **Disclaimer**

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

#### **Overall Review**

The Textile Industry in India is one of the oldest industry and the second largest employment provider in Indian economy dating back several centuries. Today it is extremely varied, with the hand-spun and hand-woven Textiles Sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. Also the Government recognized the importance of the Textile Industry in India and has come up with a number of export promotion policies. The future for the Textile Industry in India looks promising, held up by both strong domestic consumption as well as export demand.

#### **Outlook**

A couple of major issues have impacted the country's textile and clothing sector in the past years. Indian Market Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textile industry also plays a pivotal role through its contribution to industrial output, employment generation and export earnings of the country. India is the largest producer of cotton & jute in the world.

The domestic textiles and apparel industry contributes 2.3% to India's GDP, 7% of the country's manufacturing production and 13% of the country's export earnings.

The textiles and apparel industry in India is the second-largest employer in the country providing employment to 45 million people. It is expected that this number will increase to 55 million by 2020.

- FDI in the textiles and apparel industry has reached up to \$3.4 bn during 2020
- Exports in the textiles and apparel industry are expected to reach \$300 bn by 2024-25 resulting in a tripling of Indian market share from 5% to 15%

However, as per the recent developments, the Indian economy has been hit hard by the COVID-19 pandemic. Due to the countrywide lockdown various transport facilities including trains and flights have been suspended which is expected to hurt domestic operations in India.

With the virus now also affecting and disrupting global supply chains and economy for almost 3 to 6 months now, the situation is having a severe implication on the Indian economy as well.

#### **Future Prospects**

The current times are highly uncertain. The pandemic has lasted for more than the expected period as it is. With these uncertainties in hand, it is hard to provide an accurate projection of the future prospects of the company.

The areas that would face the crisis created by COVID 19 pandemic are:

- Labour Force and Employment.
- Import & Exports of raw material and readymade garment.
- Cash flow constraints.
- Supply Chain Disruption.

#### **Consumer Sentiment**

If nationwide lockdown continues and the situation persists, that will impact consumer sentiment on the higher side, due to closure of market and mall also to maintaining the social distancing, safety and health.

The extent of the outbreak and lockdown would directly impact the length of the recovery cycle. However, the company being fully devoted to the investors and its workforce, intends to do its best to minimize the impact of the said pandemic.

## SWOT Analysis of Denim Industry

<p><b>Strengths</b></p> <ul style="list-style-type: none"> <li>• Existence of sufficient productive capacity.</li> <li>• Management with professional and business background.</li> <li>• Existence of qualified technical personnel.</li> <li>• Easy availability of raw materials.</li> <li>• Large domestic market.</li> <li>• Abundant availability of excellent quality cotton suitable for denim.</li> </ul>	<p><b>Weaknesses</b></p> <ul style="list-style-type: none"> <li>• Non availability of cost efficient skilled labour.</li> <li>• Not ready for diversification of products.</li> </ul>
<p><b>Opportunities</b></p> <ul style="list-style-type: none"> <li>• Growing domestic and international markets demands.</li> <li>• Indian market is most reliable and efficient market for US, Europe &amp; UK. Buyers.</li> <li>• Product mix and product diversification.</li> </ul>	<p><b>Threats</b></p> <ul style="list-style-type: none"> <li>• Entry of multinational in domestic markets.</li> <li>• Demand supply mismatch, resulting into oversupply position in Domestic Market</li> <li>• Stiff competition from other Asian countries such as China, Indonesia, Thailand, Bangladesh and Pakistan.</li> <li>• Fast changing fashion and fabric demands.</li> <li>• Changing economics owing to COVID-19 pandemic</li> </ul>

### 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.

### Risk and Concerns

Business is exposed to external and internal risks. Some risks can be predicted and minimized 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 current COVID-19 pandemic poses a risk to the performance and the operations of the Company. However, your company is fully devoted towards mitigating and reducing its impact on the company.

### Internal Control Systems

Internal Controls in the Company have been designed to further the interest of all its stakeholders by providing an environment which is facilitative to conduct its operations. In doing so, the Company's Internal Control environment has evolved over a decade to take care of, inter alia, financial and operational risks. In-house independent Internal Audit team acts as a pillar to support the control objectives.

The Company also has a well-functioning Whistle Blower Policy in place to report any misdoing. Based on management's assessment and testing of controls, it is concluded that the Company has proper internal financial controls which are considered adequate and operating effectively.

### CAUTIONARY STATEMENT

Statement in Management Discussion and Analysis may be forward looking within the meaning of applicable securities laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. The Company assumes no responsibilities in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

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

**Pratap Burman  
Chairman**

**Place: New Delhi  
Date: 05.09.2020**



**ANNEXURE B- to Directors' Report**  
**Form No. MGT-9**

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

**Extract of Annual return**  
**on financial year ended on 31<sup>st</sup> March 2020**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	<b>L74899DL1976PLC008036</b>
2.	Registration Date	16/01/1976
3.	Name of the Company	<b>ROTOGRAPHICS (INDIA) LIMITED</b>
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non Government Company
5.	Address of the Registered office & contact details	Unit No. 8, Ground Floor, Pocket M Sarita Vihar, New Delhi 110076
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Skyline Financial Services Private Limited</b> 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	Commissions	47990	95.64

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

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

**IV. SHARE HOLDING PATTERN** (Equity Share Capital Breakup as percentage of Total Equity)

(a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April 2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) INDIAN</b>									
a) Individual/HUF	946600	0	946600	26.28	946600	0	946600	26.28	0
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.	893700	0	893700	24.82	893700	0	893700	24.82	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total(A)(1)</b>	<b>1840300</b>	<b>0</b>	<b>1840300</b>	<b>51.10</b>	<b>1840300</b>	<b>0</b>	<b>1840300</b>	<b>51.10</b>	<b>0</b>
(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
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>1840300</b>	<b>0</b>	<b>1840300</b>	<b>51.10</b>	<b>1840300</b>	<b>0</b>	<b>1840300</b>	<b>51.10</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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) FIIs	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
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	998401	143800	1142201	31.72	998751	143800	1142551	31.73	-0.01
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	42869	104300	147169	4.09	44819	102000	146819	4.08	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	52429	350000	402429	11.17	52429	350000	402429	11.17	0
c) Others (specify)									
Non Resident Indians	0	69100	69100	1.92	0	69100	69100	1.92	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
Resident HUF	101	0	101	0	101	0	101	0.00	0
<b>Sub-total (B)(2):-</b>	<b>1093800</b>	<b>667200</b>	<b>1761000</b>	<b>48.90</b>	<b>1097100</b>	<b>663900</b>	<b>1761000</b>	<b>48.90</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1093800</b>	<b>667200</b>	<b>1761000</b>	<b>48.90</b>	<b>1097100</b>	<b>663900</b>	<b>1761000</b>	<b>48.90</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>2934100</b>	<b>667200</b>	<b>3601300</b>	<b>100</b>	<b>2937400</b>	<b>663900</b>	<b>3601300</b>	<b>100.00</b>	<b>0</b>

#### b) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 01-April 2019]			Shareholding at the end of the year[As on 31-March-2020]			% 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	578600	16.06	0	578600	16.06	0	0
2.	Chanchala Burman	321700	8.93	0	321700	8.93	0	0
3.	Pratap Burman HUF	46300	1.29	0	46300	1.29	0	0
4.	Flowpack India Pvt. Ltd	296600	8.24	0	296600	8.24	0	0

5.	Praxton Associates Pvt Ltd	408700	11.35	0	408700	11.35	0	0
6.	Arms Advisory Services Pvt Ltd	188400	5.23	0	188400	5.23	0	0
	Total	1840300	51.10	0	1840300	51.10	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.	At the beginning of the year	No Changes in the promoters shareholdings from 1-4-2019 to 31-3-2020			
2.	Date wise increase/ decrease in promoters' share-holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.)				
3.	At the end of the year				

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Agbros Fincap Pvt. Ltd	386500	10.73	386500	10.73
2.	Himgiri Finvest Pvt. Ltd	263900	7.33	263900	7.33
3.	S S Infosolution Pvt Ltd	190000	5.28	190000	5.28
4.	Kapivar Finlease Pvt. Ltd	158000	4.39	158000	4.39
5.	Haripuri Estates Pvt. Ltd	110800	3.08	110800	3.08
6.	Arjun Mahajan	100000	2.78	100000	2.78
7.	Kajol Ghosh	95000	2.64	95000	2.64
8.	Rabindra Nath Das	95000	2.64	95000	2.64
9.	Rajiv Bhatia	52000	1.44	52000	1.44
10.	Manu Mehta	30000	0.83	30000	0.83

e) Shareholding of Directors and Key Managerial Personnel:

S.No.	Director/KMP Name	Shareholding at the beginning of the year		Date of Increase/ Decrease in Promoters share-holding	Allotment/Transfer /Bonus/Sweat equity Etc. No. of shares	Cumulative share during the year	
		No. of shares	% of Total Shares of the company			No. of shares	% of Total Shares of the company
1.	Pratap Burman	578600	16.07	0	0	578600	16.07
2.	Chanchala Burman	321700	8.93	0	0	321700	8.93
3.	Anil Kumar	0	0	0	0	0	0
4.	Naresh Kumar Bansal	0	0	0	0	0	0
5.	Bapi Karmakar	0	0	0	0	0	0
6.	Surendran Paramu	300	0.0083	0	0	300	0.0083
7.	Mohd Sagir*	0	0	0	0	0	0
8.	Poonam Saxena**	0	0	0	0	0	0

**Note:**

\*CS Mohd Sagir resigned from the company from his designation as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 14.01.2020

\*\*CS Poonam Saxena has been appointed as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 20<sup>th</sup> July 2020.

**V. INDEBTEDNESS**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	445000	-	445000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	445000	-	445000
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	45000	-	45000
<b>Net Change</b>	-	(45000)	-	(45000)

Indebtedness at the end of the financial year				
i) Principal Amount	-	400000	-	400000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	400000	-	400000

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager
1	<b>Gross salary</b> (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	0.00
2	<b>Stock Option</b>	-
3	Sweat Equity	-
4	Commission- as % of profit- Others, specify...	0.00
5	Others, please specify (perquisites)	0.00
	Total (A)	0.00

### b) Remuneration to other directors

S. No.	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	NIL	/
	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**

S.No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	CS		CFO	
1.	<b>Gross salary</b>	<b>Bapi Karmakar</b>	<b>Mohd Sagir*</b>	<b>Poonam Saxena**</b>	<b>Naresh Kumar Bansal</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	3,15,000	-	Nil	3,15,000
	(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	-	-	-	-	-
	<b>Total</b>	Nil	3,15,000	-	Nil	3,15,000

*\*CS Mohd Sagir resigned from the company from his designation as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 14.01.2020.*

*\*CS Poonam Saxena has been appointed as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 20<sup>th</sup> July 2020.*

**VII. 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

NONE

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

Place: New Delhi  
Date: 05.09.2020

Pratap Burman  
Chairman

## Annexure - C to Directors' Report

### Corporate Governance

Company continues to lay great emphasis on the broad principles of Corporate Governance. The Company views corporate governance in its widest sense, almost like trusteeship. The Company's philosophy on corporate governance is to enhance the long-term economic value of the company, sustainable return to its stakeholders i.e. the society at large, by adopting best corporate practices in fair and transparent manner and by aligning interest of the company with that of its shareholders/ other key stakeholders. Corporate governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of company's objects with a view to translate opportunities into reality.

### 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:

In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management.

### Composition of Board

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors and Independent Directors.

The Board of Directors presently consists of 6 (Six) Directors out of which 3 (Three) are Executive and 3 (Three) are Non-Executive Director with 1 (One) Non-Independent Women Director. The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions.

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 8 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	Attendance particulars		No of Directorship and other committee membership/chairmanship			Relationship with other director	No. of shares held by Non Executive Director
		Board Meeting	Last AGM	Director ship*	Committee Membership**	Chairman ship**		
Bapi Karmakar DIN: 02404342	Executive Director & Chief Executive Officer	6	Yes	0	0	Nil	NA	NA
Naresh Kumar Bansal DIN: 00681525	Executive Director & Chief Financial Officer	8	Yes	1	2	Nil	NA	NA
Chanchala Burman DIN: 00720455	Executive & Woman Director	4	Yes	1	Nil	Nil	Relative of Mr. Pratap Burman	NA



Name of Director	Category	Attendance particulars		No of Directorship and other committee membership/chairmanship			Relationship with other director	No. of shares held by Non Executive Director
		Board Meeting	Last AGM	Directorship*	Committee Membership**	Chairmanship**		
Pratap Burman DIN: 00595389	Non-Executive Director	4	Yes	2	2	1	Relative of Mrs. Chanchala Burman	578600
Anil Kumar DIN: 06940017	Non-Executive & Independent Director	6	Yes	0	3	2	N.A.	NIL
Surendran Paramu DIN: 07602763	Non-Executive & Independent Director	7	Yes	0	3	Nil	N.A.	300

**\*Includes directorship in Rotographics (India) Limited and excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.**

**\*\* For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Limited Companies have been considered. Also includes the Memberships & Chairmanships in Rotographics (India) Limited.**

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company other than Sitting Fees for Board and Committee Meetings and professional fees for rendering services.

None of the Directors are related to each other except Mr. Pratap Burman and Mrs. Chanchala Burman who are spouses.

The Company ensures that all statutory, significant material information are placed before the Board /Committees of Directors for their noting / approval to enable them to discharge their responsibilities as trustees of the large family of shareholders. During the year, information on matters mentioned in terms of Regulation 17 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration. The Board periodically reviews compliance of all laws applicable to the Company.

Eight 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 12<sup>th</sup> April 2019, 21<sup>st</sup> May 2019, 25<sup>th</sup> May, 2019, 09<sup>th</sup> August 2019, 26<sup>th</sup> August 2019, 13<sup>th</sup> November 2019, 14<sup>th</sup> January 2020 and 13<sup>th</sup> February 2020.

During the year, information as mentioned in Part A of schedule II of SEBI (Listing Obligations & Disclosures) Regulation, 2015 - "minimum information to be placed before board of directors", has been placed before the board in their meeting.

The Company has formulated a policy to familiarize 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 Familiarization Programmes are disclosed on the website of the Company at the following Link [www.rotointia.co.in](http://www.rotointia.co.in)

### **Scheduling and Selection of Agenda items for Board Meetings**

All departments of the Company schedule their workplans in advance, particularly with regard to matters requiring consideration at the Board / Committee Meetings.

### **Post meeting follow-up mechanism**

Important decisions taken at the Board/Committee Meetings are promptly communicated to the concerned departments. Action Taken Report on decisions / minutes of previous meetings is placed at the succeeding meetings of the Board / Committee for noting.

### **Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing (Obligation and

Disclosure Requirements) Regulation, 2015, a separate meeting of the Independent Directors of the Company was held on **May 28, 2019** to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting. Induction & Training of Board Members (Familiarization programme for Independent Directors) Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the Chairman and CEO on the Company's important aspects.

### **Evaluation of the Board's Performance**

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to code of conduct and business ethics, monitoring of regulatory compliance, risk assessment and review of internal control systems etc.

### **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 [www.rotointia.co.in](http://www.rotointia.co.in).

### **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 comprises of one Non Executive (Independent) Director and one Executive Director having financial management expertise. The Chairman of the Committee is Independent Director, elected by the Members of the Committee. Mr. Anil Kumar, the Chairman of the Audit Committee was present at the last Annual General Meeting.

Four meetings of the Audit Committee were held during year as on date **28.05.2019, 09.08.2019, 13.11.2019, 13.02.2020**. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

<b>Name</b>	<b>Status</b>	<b>Category</b>	<b>No. of Meetings Attended during the year 2019-20</b>
Mr. Anil Kumar	Chairman	Non Executive and Independent Director	4
Mr. Naresh Kumar Bansal	Member	Executive Director	4
Mr. Surendran Paramu	Member	Independent Director	4
Mr. Mohd Sagir	Secretary	Secretary	3

**Terms of reference:** The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the performance of internal auditors. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.

The Audit Committee invites CEO, Chief Financial Officer, representative of Statutory Auditors and Internal Auditors for each meeting, to provide inputs on issues relating to accounts, taxation, internal audit finding, internal controls, risk management's etc. The Company Secretary acts as the secretary to the committee.

### **Nomination and Remuneration Committee**

One meeting of the Nomination and Remuneration Committee were held during the year viz. 26.08.2019. The Composition of the Nomination and Remuneration Committee and details of their attendance at the meetings are as follows:

<b>Name</b>	<b>Position</b>	<b>Category</b>	<b>No of Meetings Attended</b>
Mr. Anil Kumar	Chairman	Non Executive Independent Director	1
Mr. Surendran Paramu	Member	Non Executive Independent Director	1
Mr. Pratap Burman	Member	Non Executive Non Independent Director	1

Mr. Anil Kumar, Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting.

**Terms of reference:** The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.

### **Stakeholders Relationship Committee**

Eight meetings of Stakeholders Relationship committee were held during the year viz. on 10.04.2018, 30.05.2018, 10.08.2018, 14.09.2018, 21.11.2018, 30.11.2018, 14.02.2019, 30.03.2019. The committee continues to perform its tasks under the companies Act, 2013 as well as newly introduced SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the Stakeholders Relationship Committee may be grouped under the following heads:

The Committee performs the following functions

- Transfer/Transmission of shares.
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The Stakeholder Relationship Committee looks into shareholders' and investors' grievances. Mr. Pratap Burman, Non-Executive Non-Independent Director is the Chairman of the Committee. The Board has designated Mr. Mohd Sagir, Company Secretary as the Compliance Officer.

The details of the meetings held during the year as under:-

Name	Position	Category	No. of Meetings Attended
Mr. Pratap Burman	Chairman	Non executive –Non Independent Director	2
Mr. Naresh Kumar Bansal	Member	Executive Director	2
Mr. Anil Kumar	Member	Independent Director	2
Mr. Surendran Paramu	Member	Independent Director	2

No. of investors' complaints received by the RTA/ Company during the year: NIL

No. of complaints not solved to the satisfaction of shareholders during the year: NIL

No. of complaints pending as at 31st March, 2020: NIL

### **Warning against Insider Trading**

Comprehensive guidelines advising and cautioning the management, staff and other relevant business associates on the procedure to be followed while dealing with the securities of the company have been issued and implemented.

### **Performance evaluation criteria for Independent Directors**

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors which are as under-

#### **Areas of Evaluation**

1. Frequency of meetings attended.
2. Timeliness of circulating Agenda for meetings and descriptiveness.
3. Quality, quantity and timeliness of flow of information to the Board.
4. Promptness with which Minutes of the meetings are drawn and circulated.
5. Opportunity to discuss matters of critical importance, before decisions are made.
6. Familiarity with the objects, operations and other functions of the company.
7. Importance given to Internal Audit Reports, Management responses and steps towards improvement.
8. Avoidance of conflict of interest.
9. Exercise of fiscal oversight and monitoring financial performance.
10. Level of monitoring of Corporate Governance Regulations and compliance.
11. Adherence to Code of Conduct and Business ethics by directors individually and collectively.
12. Monitoring of Regulatory compliances and risk assessment.
13. Review of Internal Control Systems.
14. Performance of the Chairperson of the company including leadership qualities.
15. Performance of the Whole time Director.
16. Overall performance of the Board/ Committees.

#### **Remuneration of Directors**

**a) There was no pecuniary relationship or transaction between the Non-Executive Directors and the company during the financial year 2019-20.**

**b) Criteria of making payments to Non-Executive Directors:**

1. 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.
2. 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.

3. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
4. 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.
5. 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.

#### **c) Details of Remuneration to Directors**

During the financial year 2019-20, Company did not pay any remuneration to its directors due to inadequacy of profit. As per management report, your Company is trying to make its business profitable and working hard to find new opportunities of revenue for the company.

#### **Related Party Transactions**

There were no material contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013.

All Related Party Transactions in usual course were placed before the Audit Committee as also the Board for approval. Suitable disclosure has been made in the standalone financial statements as required by the applicable accounting standards.

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

#### **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.

#### **General Body Meeting**

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

<b>AGM</b>	<b>Date</b>	<b>Location of the Meeting</b>	<b>Whether Special Resolution Passed</b>
44 <sup>th</sup>	23 <sup>rd</sup> September 2019	B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi - 110028	<b>Yes*</b>
43 <sup>rd</sup>	07 <sup>th</sup> September 2018	26, Sundervan, Vasant Kunj New Delhi-110070	No
42 <sup>nd</sup>	26 <sup>th</sup> September 2017	26, Sundervan, Vasant Kunj New Delhi-110070	No

**\* Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members was sought and accorded towards continuation of office of Mr. Pratap Burman (DIN: 00595389), Director of the Company, to hold office of Non- Executive Promoter Director of the Company notwithstanding that Mr. Pratap Burman has already crossed the age of 75 years. The abovementioned was passed as a special resolution.**

## Means of Communication

Quarterly, half-yearly and annual financial results are communicated to the Bombay Stock Exchange at the BSE site and Ahmedabad Stock Exchange at Ahmedabad immediately after these are considered and approved by the Board; and thereafter regularly published in the prominent newspapers like The Pioneer (both English & Hindi) as required. Quarterly and annual financial statements, along with presentation on financial results and official news releases, are posted on our website: [www.ROTOINDIA.CO.IN](http://www.ROTOINDIA.CO.IN). Further, all other price sensitive and other information is sent to the Stock Exchange where shares of the Company are listed, enabling them to display the same on their website.

## SEBI Complaints Redressal System (SCORES)

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online Redressal of all the shareholders complaints. The Company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

## BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

## General Shareholders' Information

### A. Annual General Meeting:

<b>Day:</b>	Wednesday
<b>Date:</b>	30 <sup>th</sup> Day of September, 2020 (via VC/OAVM)
<b>Time:</b>	10:00 A.M
<b>Venue:</b>	via Video Conferencing /Other Audio Visual Mode

### B. Financial Calendar (tentative):

<b>Financial Year:</b>	1st April 2019 to 31st March 2020
<b>First Quarter Results:</b>	First week of August, 2019 (09.08.2019)
<b>Half Yearly Results:</b>	Second week of November, 2019 (13.11.2019)
<b>Third Quarter Results:</b>	Second week of February, 2019(13.02.2020)
<b>Audited results for the Year ending 31st March, 2020:</b>	Last week of July, 2020 (due to relaxation on account of COVID-19 Pandemic)

### C. Date of Book Closure:

21<sup>st</sup> September, 2020 to 30<sup>th</sup> September, 2020

### D. Stock Exchange on which the company's shares are listed

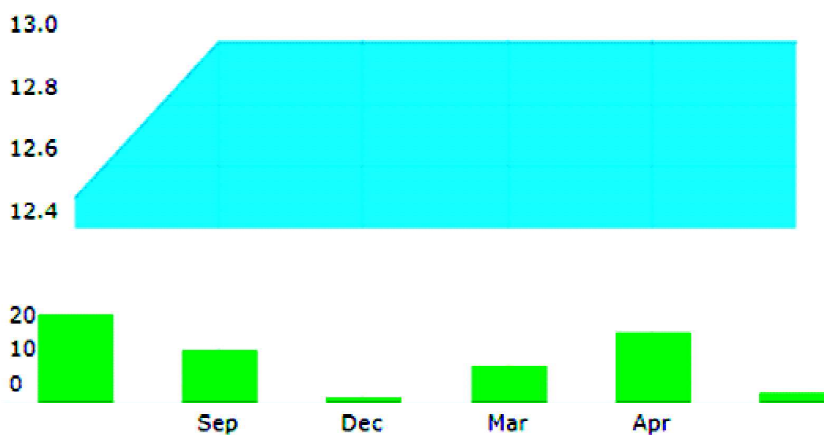
At present, the equity shares of the company are listed on the Bombay Stock Exchange (BSE) and Ahmedabad Stock Exchange Limited (ASE).

<b>E. Stock Code</b>	RGIL (539922)
Demat ISIN Number for NSDL& CDSL	INE364S01014

**Monthly price and volumes of RGIL shares for 2018-19 at BSE, including indices**

<b>BSE LIMITED</b>				
<b>Month</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume</b>	<b>Sensex (Close)</b>
April 2019	12.5	12.5	0	39031.55
May 2019	12.5	12.5	25	39714.2
June 2019	12.5	12.5	0	39394.64
July 2019	12.5	12.5	0	37481.12
August 2019	12.5	12.5	0	37332.79
September 2019	13	13	15	38667.33
October 2019	13	13	0	40129.05
November 2019	13	13	0	40793.81
December 2019	13	13	1	41253.74
January 2020	13	13	0	40723.49
February 2020	13	13	0	38297.29
March 2020	13	13	10	29468.49

**Chart of RGIL share with respect to the BSE Sensex**



**Graph 1. Change in price and volume of trading of RGIL during the 52 weeks ranging from 01.04.2019 to 31.03.2020 (in Rs.)**



**Graph 2. Change in Index BSE-SENSEX during the 52 weeks ranging from 01.04.2019 to 31.03.2020**

## Share Transfer System

In order to expedite the process of share transfers, the Board has delegated the power to approve share transfers to senior executives, who attend to share transfer formalities fortnightly. The Company has appointed Skyline Financial Services (P) Limited as Registrar and Share Transfer Agents (RTA) for physical transfer of securities as well as dematerialization/ rematerialization of securities.

## Distribution of Shareholding as on 31st March, 2020

NumbersOf Share-Holders	% of Total Numbers of Shareholders	Share Holding of Value of Rs.	No. of Shares	Amount in Rs.	% to Total
435	79.55	Up to 5000	69052	690520	1.92
69	12.06	5001 to 10000	58600	586000	1.63
12	2.10	10001 to 20000	22194	221940	0.62
7	1.22	20001 to 30000	18500	185000	0.51
3	0.52	30001 to 40000	10500	105000	0.29
5	0.87	40001 to 50000	24500	245000	0.68
2	0.35	50001 to 100000	16025	160250	0.44
19	3.32	100001 and above	3381929	33819290	93.91
<b>572</b>	<b>100.00</b>	<b>Total</b>	<b>3601300</b>	<b>36013000</b>	<b>100.00</b>

## Categories of Shareholding as on March 31, 2020

S No.	Shareholders	No. of Shares	% age
1	Indian Promoters	1840300	51.10
2	Foreign Promoters	0	0
3	UTI/Financial Institutions & Banks	0	0
4	Body Corporate	1142401	31.72
5	NRI/ OCB/ Clearing House/ Public Trust	69100	1.92
6	Foreign Institutional Investors	0	0
7	Indian Public	549499	15.26
	<b>Total</b>	<b>3601300</b>	<b>100.00</b>

## Dematerialization of shares

The Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to handle dematerialization of shares. As on March 31, 2020, a total of 29,37,400 equity shares which form 81.56% of the share capital stand dematerialized including 100% of Promoters' holding.



**Outstanding GDRs/ ADRs/ Warrants/ Convertible instruments**

The Company has not issued Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments.

**Commodity Price Risk/ Foreign Exchange Risk and Hedging**

The Company did not engage in hedging activities.

**Address for Correspondence:**

(a) For Transfer of physical shares:	Skyline Financial Services (P) Limited
(b) Request for dematerialization of shares Change of, mandates/ address Investor grievance or any other query	D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110020 admin@skylinerta.com
(c) Registered Office:	Unit No. 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi - 110076 EMAIL: - info@rotoindia.co.in Website: www.rotoindia.co.in Telephone No.: - 011-47366600

## ANNEXURE - D TO DIRECTORS' REPORT

Statement of particulars under Sections 134 (3) (q) and 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars		Status	
i)	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	<b>Number of times</b>	
		If total remuneration of the Director is considered	If total remuneration of the director excluding variable pay and commission is considered
		Bapi Karmakar Naresh Kumar Bansal Pratap Burman Chanchala Burman	Nil Nil Nil Nil
ii)	Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year	<b>Directors</b>  Bapi Karmakar Naresh Kumar Bansal Pratap Burman Chanchala Burman  <b>Company Secretary</b> Mohd Sagir* Poonam Saxena**	%  Nil Nil Nil Nil  Nil Nil
iii)	Percentage increase in the median remuneration of employees in the financial year	Nil	
iv)	Number of permanent employees on the rolls of Company	2	
v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	No increase in remuneration of employees and Key managerial Personnel.	

*\*CS Mohd Sagir resigned from the company from his designation as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 14.01.2020.*

*\*\*CS Poonam Saxena has been appointed as the Company Secretary, Compliance Officer and the Key Managerial Personnel w.e.f 20<sup>th</sup> July 2020.*

## ANNEXURE-E TO DIRECTORS' REPORT

### FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:-

<b>1.</b>	<b>Details of contracts or arrangements or transactions not at arm's length basis:</b>	There were no contracts or arrangements or transactions entered into during the year ended March, 2020, which were not at arm's length basis
<b>2.</b>	<b>Details of material contracts or arrangement or transactions at arm's length basis:</b>	<b>NIL</b>
	<b>a)</b> Name(s) of the related party and nature of relationship:	
	<b>b)</b> Nature of contracts/arrangements/ transactions:	
	<b>c)</b> Duration of the contracts / arrangements/ transactions:	
	<b>d)</b> Salient terms of the contracts or arrangements or NIL transactions including the value, if any:	
	<b>e)</b> Date(s) of approval by the Board, if any:	
	<b>f)</b> Amount paid as advances, if any:	

## ANNEXURE-F TO DIRECTORS' REPORT

### BOARD EVALUATION

As per the Schedule IV of the Companies Act, 2013, your company has framed a code of conduct for Independent Director and Board and Senior Management of the Company duly approved by the Board. The Code of Conduct framed by the Board contained the criteria of Performance Evaluation of the Independent Directors and as per the format decided by the Board from time to time.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director, performance of Board and its committees.

#### Parameters of reviewing the performance of the Independent Directors are like whether

- a) Director comes well prepared and informed for the Board/Committee Meeting(s)
- b) Director demonstrated a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits?
- c) Director has ability to remain focused at a governance level in Board/Committee meetings?
- d) Director upholds ethical standards of integrity and probity?
- e) Director exercises objective independent judgement in the best interest of Company?

- f) Director helps in bringing independent judgement during board deliberations on strategy, performance, risk management etc?
- g) Director maintains high level of confidentiality?

**Parameters of reviewing the performance of the Board Committee are like whether**

- a) The Committees of the Board are appropriately constituted?
- b) The terms of reference for the committee are appropriate with clear defined roles and responsibilities?
- c) Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members?
- d) Committee makes periodically reporting to the Board along with its suggestions and recommendations?
- e) The amount of responsibility delegated by the Board to each of the committees is appropriate?
- f) The performance of each of the committees is assessed annually against the set goals of the committee?
- g) The reporting by each of the committees to the Board is sufficient?

**Parameters of reviewing the performance of the Board are like whether**

- a) The Board has appropriate expertise and experience to meet the best interest of the Company?
- b) The board has appropriate combination of industry knowledge and diversity (gender, experience, background)?
- c) The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail?
- d) The Board meetings encourage a high equality of discussions and decision making?
- e) The Board has developed strategic plan/policies and the same would meet the future requirement of the Company?
- f) It is monitoring the implementation of long term strategic goals?
- g) The Board is well informed on all issues (short and long term) being faced by the Company?

**Parameters of reviewing the performance of the Chairman is like whether**

- a) The Chairperson actively manages shareholder, board, management and employee relationships and interests?
- b) The Chairperson meets with potential providers of equity and debt capital, if required?
- c) The Chairperson manages meetings effectively and promotes a sense of participation in all the Board meetings.
- d) The Chairperson is an effective leader?
- e) The Chairperson promotes effective participation of all Board members in the decision making process?
- f) The Chairperson promotes the positive image of the Company?
- g) The Chairperson promotes continuing training and development of directors?

The obtaining and consolidation of feedback from all Directors for the evaluation of the Board and its Committees, Individual Directors (i.e. Independent and Non Independent Directors), were co-ordinate by the Chairman of the Board and the feedback received was discussed in the meeting in case of evaluation of the Board and Committee and was discussed with Individual Directors in case of their evaluation.

The evaluation of Chairperson was co-ordinate by the Chairman of the Independent Directors meeting.

## **ANNEXURE - G TO DIRECTORS' REPORT**

### **FORM NO. MR-3**

#### **Secretarial Audit Report**

**For The Financial Year Ended 31st March, 2020**

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  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076  
Ph.: 011- 47366600  
Email id: info.rotolandia.co.in  
Website: www.rotolandia.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 31<sup>st</sup> March, 2020 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 further report that maintenance of proper and updated books, papers Minutes Book, filing of forms and returns, with applicable statutory authority is responsibility of management of the company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minutes book, forms and returns filed and other records maintained by the company and produced before us for the financial year ended on 31<sup>st</sup> March, 2020, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and The Companies Act, 1956 (to the extent applicable during our Audit Period) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent the same was applicable to the company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

We further report that there were no actions/events in pursuance of;

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

- b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

We have also examined compliances with applicable clauses of the following:-

(i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 and

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Based on the above said information provided by the company.

### **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. There was no change in the composition of the Board of Directors during the period under review.

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.

There were no dissenting views by any Board member as per the minutes of the Board meetings duly recorded and signed.

None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Board/Ministry of Corporate Affairs or any such authority as per the declaration provided by respective directors.

That, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by respective department heads/Company Secretary/CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws.

That the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

### **MANAGEMENT RESPONSIBILITY**

**i.** Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;

**ii.** We have followed the audit practices and the 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;

**iii.** We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;

**iv.** 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 procedure on test basis;

v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required;

vi. 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.

**For Manoj Purbey & Associates  
Company Secretaries**

**CS Avinash Kumar  
Partner**

**C. P. No. 18318**

**UDIN: A043422B000619987**

**Date: 31.07.2020**

**Place: Delhi**

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.

**Annexure-1**

To,  
The Members,  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076  
Ph.: 011- 47366600  
Email id: info.rotointia.co.in  
Website: www.rotointia.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.

**For Manoj Purbey & Associates  
Company Secretaries**

**CS Avinash Kumar  
Partner**

**C. P. No. 18318**

**UDIN: A043422B000619987**

**Date: 31.07.2020**

**Place: Delhi**

## **ANNEXURE - H TO DIRECTORS' REPORT**

### **Compliance Certificate**

***In pursuance of chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015***

To,

The Members,  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076  
Ph.: 011- 47366600  
Email id: info.rotointia.co.in  
Website: www.rotointia.co.in

We have examined the compliance of conditions of Corporate Governance by Rotographics (India) Limited ('the Company'), for the year ended on 31st March, 2020, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing Agreements of the said Company with the BSE Limited and Ahmedabad Stock Exchange Limited.

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.

#### **Observation**

We observed that Company tried to follow all the compliance of corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V which shall not apply to the Rotographics (India) Limited due to its Paid up capital of Rs. 3,60,13,000/- and its Net worth Rs. 3,56,84,965/- which are less than the threshold limit given in regulation 15 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Ahmedabad Stock Exchange Limited.

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 Manoj Purbey & Associates  
Company Secretaries**

**CS Avinash Kumar  
Partner  
C. P. No. 18318  
UDIN A043422B000620009**

**Date: 31.07.2020  
Place: Delhi**



## ANNEXURE – I TO DIRECTORS’ REPORT

### NO DISQUALIFICATION CERTIFICATE

**Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Members,  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076  
Ph.: 011- 47366600  
Email id: info.rotointia.co.in  
Website: www.rotointia.co.in

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rotographics (India) Limited having CIN L74899DL1976PLC008036 and having registered office at Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi 110076, India (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	Director	Identification Number	Date of appointment in the Company
1	Pratap Burman		00595389	16/01/1976
2	Chanchala Burman		00720455	24/03/2014
3	Naresh Kumar Bansal		00681525	29/09/2014
4	Bapi Karmakar		02404342	30/05/2008
5	Anil Kumar		06940017	02/08/2014
6	Surendran Paramu		07602763	26/09/2016

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Manoj Purbey & Associates  
Company Secretaries**

**CS Avinash Kumar  
Partner**

**C. P. No. 18318  
UDIN: A043422B000619932**

**Date: 31.07.2020  
Place: Delhi**

## **ANNEXURE – J TO DIRECTORS’ REPORT**

### **CEO AND CFO CERTIFICATION**

***(Under Regulation 17(8) Of SEBI (LODR) Regulations, 2015)***

To,

The Board of Directors of  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076

In relation to the Audited Financial Accounts of the Company as at March 31, 2020, we hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year and that 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 statements 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.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- c) 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 financial reporting and 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 propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:-
  - i) Significant changes in internal control over financial reporting during the year;
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

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

**Bapi Karmakar  
CEO**

**Naresh Kumar Bansal  
CFO**

**Place: New Delhi  
Date: 05/09/2020**

## ANNEXURE-K TO DIRECTORS' REPORT

### FORM NO. AOC-1

[Pursuant to first Proviso to sub-section-(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of the subsidiaries/Associates companies/Joint Ventures

#### Part-A (Subsidiaries)

(Amount in Rs.)

S.No.	PARTICULARS	DETAIL
1.	Serial Number	NIL
2.	Name of the Subsidiary	NIL
3.	Reporting Period of the Subsidiary	NIL
4.	Share Capital	NIL
5.	Reserves & Surplus	NIL
6.	Total Assets	NIL
7.	Total Liabilities	NIL
8.	Investments	NIL
9.	Turnover	NIL
10.	% of Shareholding	NIL

\*There are no subsidiaries of the Company.

\*\* There are no subsidiaries which have been liquidated or sold during the year.

#### Part- B Associates & Joint Ventures

#### Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates and Joint Ventures

The Company has no Associates Companies and Joint Ventures.

**Independent Auditor's Report**

**To**  
**The Members of**  
**Rotographics (India) Limited**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the standalone financial statements of **Rotographics (India) Limited** ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("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 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon. The other information is expected to be made available to us after the date of the Auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations

**Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the

Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key

audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) 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 purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

(B) With respect to the other matters to be included in the Auditors' 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 disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
- III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- IV. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2020.

**For KUMAR GROVER & CO.**

**Chartered Accountants**

FRN: 001240N

**RAVI KHANNA, FCA**

Partner

Membership No.: 081011

UDIN:- 20081011AAAADW4303

Date: 31.07.2020

Place: New Delhi

## Annexure A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the Members of the company on the standalone Financial Statements for the year ended March 31, 2020, we report that:

1.
  - a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - b) All fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancy was noticed on such verification.
  - 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.
2. The company does not have any physical inventories during the year. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the company.
3. According to the information and explanation given to us, the company has not granted any loans , secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the registered maintained u/s 189 of the Companies Act, 2013 during the year.
4. In our opinion and according to the information and explanations given to us, the company has not granted any loans, guarantees and securities in respect of which provisions of Section 185 and 186 of the Companies Act, 2013, are applicable during the year.
5. The company has not accepted any deposits from the public.
6. According to the information given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of any of the Company's products.
7.
  - 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, 2020, 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.
8. The company does not have any loans or borrowings from any financial institution, banks or Government during the year.
9. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided any managerial remuneration due to inadequate profits during the year.
12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company.
13. According to the information and explanations given to us and based on our examination of the records of the company, there are no transactions with the related parties. Hence section 177 and 188 of the Companies Act, 2013 are not applicable to the company.

14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non –cash transactions with directors or persons connected with them.
16. According to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

**For KUMAR GROVER & CO.**  
**Chartered Accountants**  
FRN: 001240N

**RAVI KHANNA, FCA**  
Partner  
Membership No.: 081011

Date: 31.07.2020  
Place: New Delhi

UDIN:- 20081011AAAADW4303

## **Annexure-B to the Auditor's Report**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the accompanying standalone financial statements of **Rotographics (India) Limited** ('the Company'), which comprise the balance sheet as at 31st March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company, which is company incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For KUMAR GROVER & CO**  
**Chartered Accountants**  
**FRN: 001240N**

**RAVI KHANNA, FCA**  
Partner  
Membership No.: 081011

Date: 31.07.2020  
Place: New Delhi

UDIN:- 20081011AAAADW4303

# ROTOGRAPHICS (INDIA) LIMITED

**BALANCE SHEET AS AT MARCH 31, 2020**

(Amounts in Rs.)

PARTICULARS	NOTE NO.	As at 31st-March-2020	As at 31st-March-2019
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3	20,770	33,454
(b) Financial assests			
(i) Investments	4	42,955	40,585
(ii) Others			
(c) Other financial assests	5	325,60,000	331,60,000
(d) Others non-current assests		-	-
<b>CURRENT ASSESTS</b>			
(a) Inventories	6	-	60,000
(b) Financial Assests			
(i) Cash and Cash equivalents	7	7,27,362	2,14,022
(ii) Trade receivables	8	13,40,999	8,68,877
(v) Others		-	-
(c) Current tax assests	9	1,05,134	1,07,923
(d) Other current assets	10	17,17,500	20,03,750
<b>TOTAL ASSESTS</b>		<b>365,14,720</b>	<b>364,88,611</b>
<b>EQUITIES AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	11	360,13,000	360,13,000
(b) Other equity	12	(3,28,035)	(4,67,736)
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Borrowings	13	4,00,000	4,00,000
(b) Other non-current liabilities		-	-
(c) Deferred Tax Liabilities		29,332	21,442
<b>CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Borrowings	14	-	45,000
(ii) Trade payables	15	1,77,468	2,17,817
(b) Other current liabilities	16	1,50,955	1,50,588
(c) Provisions	17	72,000	1,08,500
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>365,14,720</b>	<b>364,88,611</b>

Significant accounting policies and notes to standalone financial statements  
As per our report of even date attached

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

**For Kumar Grover & Co.**  
Chartered Accountants

**Naresh Kumar Bansal**  
Chief Financial Officer

**Bapi Karmakar**  
Chief Executive Officer

**Ravi Khanna**  
Partner  
Membership No. 081011

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

**Chanchala Burman**  
Director  
DIN: 00720455

**Poonam Saxena**  
Company Secretary  
Membership No. A52650

Place: New Delhi  
Date : 31.07.2020

# ROTOGRAPHICS (INDIA) LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

	Note No.	Year ended 31.03.2020	Year ended 31.03.2019
I Revenue from operations	18	14,64,260	14,46,815
II Other income	19	7,659	2,01,612
<b>III Total income (I+II)</b>		<b>14,71,919</b>	<b>16,48,427</b>
<b>IV Expenses</b>			
Cost of materials consumed		-	-
Purchase of stock-in-trade	20	-	60,000)
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	60,000	(60,000)
Depreciation and amortisation expenses	3	12,687	31,371
Employee benefit expense	22	3,79,628	5,67,057
Finance costs		-	-
Other expenses	23	8,29,383	8,60,714
Total expenses (IV)		<b>12,81,698</b>	<b>14,59,142</b>
<b>V Profit/(loss) before exceptional items and tax (III-IV)</b>		1,90,221	1,89,285
VI Exceptional items			-
<b>VII Profit/(loss) before tax (V-VI)</b>		<b>190,221</b>	<b>1,89,285</b>
VIII Tax Expense			
(1) Current tax		45,000	47,000
(2) Deferred tax		7,890	6,138
Total tax expense (VIII)		52,890	53,138
<b>IX Profit/(loss) for the year from continuing operations (VII-VIII)</b>		<b>1,37,331</b>	<b>1,36,147</b>
X Other comprehensive Income Items that will not be reclassified to profit and loss			
(i) Impact of recognition of assets under indian AS		2,370	2,614
(ii) Income tax effect on above		-	-
Total Other comprehensive income		2,370	2,614
<b>XI Total comprehensive income for the year (IX +X)</b>		<b>1,39,701</b>	<b>1,38,761</b>
XII Earnings per share			
(1) Basic		0.04	0.04
(2) Diluted		0.04	0.04

Significant accounting policies and notes to standalone financial statements  
As per our report of even date attached

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

**For Kumar Grover & Co.**  
Chartered Accountants

**Naresh Kumar Bansal**  
Chief Financial Officer

**Bapi Karmakar**  
Chief Executive Officer

**Ravi Khanna**  
Partner  
Membership No. 081011

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

**Chanchala Burman**  
Director  
DIN: 00720455

**Poonam Saxena**  
Company Secretary  
Membership No. A52650

Place: New Delhi  
Date : 31.07.2020

# ROTOGRAPHICS (INDIA) LIMITED

CASH FLOW STATEMENT AS AT MARCH 31, 2020

(Amounts in Rs.)

	31st March 2020	31st March 2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Profit before tax, minority interest and appropriations	1,37,331	1,36,147
<b>Adjustments for:</b>		
Income tax	45,000	47,000
Depeciation and amortisation	12,687	31,371
Operating profit before working capital changes	<b>1,95,018</b>	<b>2,14,518</b>
Adjustments for working capital changes	-	-
(increase)/decrease in inventories	60,000	(60,000)
(increase)/decrease in trade receivables	(4,72,122)	31,643
(increase)/decrease in short-term loans and advances	6,00,000	1,75,000
(increase)/decrease in other current assests	2,786	17,233
increase/(decrease) in trade payables	(40,349)	(3,21,202)
increase/(decrease) in Other current liabilities	(36,133)	(44,825)
Cash generated from operations	3,09,200	12,367
Income tax refund/(paid)	(45,000)	(47,000)
Cash flow before extra ordinary items	2,64,200	(34,633)
Extra ordinary items	7,890	6,141
Net cash flow from/(used in) Operating activities (A)	<b>2,72,090</b>	<b>(28,492)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on fixed assest, including capital advances	-	-
Increase in other non current assets	2,86,250	2,86,250
Net cash flow from/(used in) Investing activities (B)	<b>2,86,250</b>	<b>2,86,250</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term borrowings	-	(1,95,000)
Repayment of long-term borrowings	(45,000)	-
Net cash flow from/(used in) financing activities ( C)	<b>(45,000)</b>	<b>(1,95,000)</b>
Net increase/(decrease) in cash and cash equivalents	5,13,340	62,758
Cash and cash equivalents at the beginning of the year	2,14,022	1,51,264
Cash and cash equivalents at the end of the year	<b>7,27,362</b>	<b>2,14,022</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	6,29,956	79,094
Balance with bank		
(a) in current accounts	97,406	1,34,928
Total cash and cash equivalents	<b>7,26,362</b>	<b>2,14,022</b>

Significant accounting policies and notes to standalone financial statements  
As per our report of even date attached

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

**For Kumar Grover & Co.**  
Chartered Accountants

**Naresh Kumar Bansal**  
Chief Financial Officer

**Bapi Karmakar**  
Chief Executive Officer

**Ravi Khanna**  
Partner  
Membership No. 081011

**Pratap Burman**  
Chaiman & Director  
DIN: 00595389

**Chanchala Burman**  
Director  
DIN: 00720455

**Poonam Saxena**  
Company Secretary  
Membership No. A52650

Place: New Delhi  
Date : 31.07.2020

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020**

A. EQUITY SHARE CAPITAL					
Particulars	Balance As at 31.3.2020	Balance As at 31.3.2019			
<b>Authorised Share Capital</b> 50,00,000 Fully paid equity shares of Rs. 10 each	500,00,000	500,00,000			
<b>Issued and subscribed capital comprises</b>					
<b>36,01,300 Fully paid equity shares of Rs. 10 each</b> ( as at April, 1 2017: 36,01,300; as at March 31, 2018: 36,01,300; as at March 31, 2019: 36,01,300)	360,13,000	360,13,000			
B. OTHER EQUITY					
Particulars	Reserves and surplus		Items of OCI		Total
	General Reserve	Capital Reserve	Retained Earnings	Items that will not be reclassified to profit and loss	
Balance as at April 1, 2018	-	14,60,000	(20,88,497)	22,000	(6,06,497)
Profit for the year	-	-	1,36,147	-	1,36,147
Re-measurements of the Fair Value Measurement	-	-	-	2,614	2,614
<b>Balance as at March 31, 2019</b>	-	<b>14,60,000</b>	<b>(19,52,350)</b>	<b>24,614</b>	<b>(4,67,736)</b>
Profit for the year	14,60,000	-	(19,52,350)	24,614	(4,67,736)
Re-measurements of the Fair Value Measurement	-	-	1,37,331	-	1,37,331
<b>Balance as at March 31, 2020</b>	<b>14,60,000</b>	<b>14,60,000</b>	<b>(18,15,019)</b>	<b>26,984</b>	<b>(3,28,035)</b>

Significant accounting policies and notes to standalone financial statements  
**As per our report of even date attached**

**For Kumar Grover & Co.**  
**Chartered Accountants**

**Ravi Khanna**  
Partner  
Membership No. 081011

Place: New Delhi  
Date : 31.07.2020

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

**Naresh Kumar Bansal**  
Chief Financial Officer

**Bapi Karmakar**  
Chief Executive Officer

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

**Chanchala Burman**  
Director  
DIN: 00720455

**Poonam Saxena**  
Company Secretary  
Membership No. A52650

# ROTOGRAPHICS (INDIA) LIMITED

## Significant Accounting Policies and Notes to Financial Statements

### 1. COMPANY OVERVIEW

Rotographics (India) Limited ("RGIL" or the Company) is in the business of trading Industry sale and purchase of paper, steel, heavy machinery and fabric. The financial statements were authorised for issue in accordance with a resolution of the directors on 31<sup>st</sup> July, 2020

### 2. BASIS OF PREPARATION AND USE OF ESTIMATES

#### 2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair Value Amount.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards (IND AS) including the rules notified under the relevant provision of the companies Act 2013.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### 3.2 FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The fair value of plants and equipments as at transition date have been taken based on valuation performed by an independent technical expert. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

#### 3.3 PROPERTY, PLANT AND EQUIPMENT

On transition to IND AS, the Company has adopted optional exception under IND AS 101 to measure Property, Plant and Equipment at fair value. Consequently the fair value has been assumed to be deemed cost of Property, Plant and Equipment on the date of transition. Subsequently, Property, Plant and Equipment, other than land, are

carried at cost less accumulated depreciation and accumulated impairment losses, if any. In case of land, it shall be carried at revalued amount, being its fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

## DEPRECIATION

Assets are depreciated to the residual values on a straight line basis over the estimated useful lives based on technical estimates which are different from one specified in Schedule II of the Companies Act, 2013. Asset's depreciation methods, residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets and benchmarking analysis or whenever there are indicators for review of residual value and useful life. Freehold land is not depreciated. Estimated useful lives of the assets are as follows:

Categories of Assets	Estimated useful life in years
Other equipment, operating and office equipment	
o Computer equipment	3-5
o Office furniture	5-8
o Office equipment	5-8

It is believed that the useful lives as given above represents the period over which management expects to use these assets.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

## 3.4 INVENTORIES

Inventories are valued at the lower of cost or net realizable 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, 2019 are based upon the physical verification done by management by actual count, weight or measurement.

## 3.5 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION, SUBSEQUENT MEASUREMENT AND IMPAIRMENT

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### FINANCIAL ASSETS

#### (i) Initial recognition and measurement:

All financial assets are recognised initially at fair value and, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

#### (ii) Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

: Financial assets at fair value

: Financial assets at amortised cost

#### (iii) Classification:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

**(iv) Financial Assets measured at amortised cost:**

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely for payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of profit and loss. This category generally applies to trade and other receivables.

**(v) Financial Assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

**(vi) Financial Assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

**(vii) Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit or loss.

**FINANCIAL LIABILITIES**

**(i) Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**(ii) Classification & Subsequent measurement:**

If a financial instrument that was previously recognised as a financial asset is measured at fair value through profit or loss and its fair value decreases below zero, it is a financial liability measured in accordance with IND AS. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

**3.6 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents in the balance sheet comprise cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management

**3.7 PROVISIONS, CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS**

**(i) General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the



obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, the amount of a provision shall be the present value of expense expected to be required to settle the obligation. Provisions are therefore discounted, when effect is material, The discount rate shall be pre-tax rate that reflects current market assessment of time value of money and risk specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

## **(ii) Contingencies**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, Contingent assets are not recognised, but are disclosed in the notes. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

## **3.8 REVENUE RECOGNITION**

### **Sale of goods**

Revenue from the sale of goods is recognised, when the significant risks and rewards of ownership of the goods have passed to the buyer, as per the terms of Company and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods, usually on delivery of the goods. Revenue is recognized at the fair value of consideration received or receivable, net of returns and allowances trade discounts, volume rebates and outgoing sales tax and is recognized either on delivery or on transfer of significant risk and rewards of ownership of the goods.

## **3.9 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.

## **3.10 TAXES**

### **(i) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### **(II) Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

Deferred tax relating to items recognised in other comprehensive income and directly in equity is recognised in correlation to the underlying transaction.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

## **EARNING PER SHARE**

As per Ind AS 33, Earning per Share, Basic earnings per share are computed by dividing the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

Previous Year Figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

Significant accounting policies and notes to standalone financial statements  
**As per our report of even date attached**

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

**For Kumar Grover & Co.  
Chartered Accountants**

**Naresh Kumar Bansal**  
Chief Financial Officer

**Bapi Karmakar**  
Chief Executive Officer

**Ravi Khanna**  
Partner  
Membership No. 081011

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

**Chanchala Burman**  
Director  
DIN: 00720455

Place: New Delhi  
Date : 31.07.2020

**Poonam Saxena**  
Company Secretary  
Membership No. A52650

## ROTOGRAPHICS (INDIA) LIMITED

### Note 3 :- Property, plant and equipment

	Plant and machinery	Furniture, fittings and equipment	Total	Capital work-in-progress
<b><u>Year ended 31 March 2019</u></b>				
<b>Gross Carrying amount</b>				
Opening gross carrying amount	1,08,471.00	73,412.00	1,81,883.00	-
Exchange differences	-	-	-	-
Additions	-	-	-	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
<b>Closing gross carrying amount</b>	<b>1,08,471.00</b>	<b>73,412.00</b>	<b>1,81,883.00</b>	-
<b>Accumulated Depreciation</b>				
Opening gross carrying amount	73,501.00	43,557.00	1,17,058.00	-
Depreciation charged during the year	22,688.00	8,683.00	31,371.00	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Exchange differences	-	-	-	-
<b>Closing accumulated Depreciation</b>	<b>96,189.00</b>	<b>52,240.00</b>	<b>1,48,429.00</b>	-
Net Carrying amount	12,282.00	21,172.00	33,457.00	-
<b><u>Year ended 31 March 2020</u></b>				
<b>Gross Carrying amount</b>				
Opening gross carrying amount	1,08,471.00	73,412.00	1,81,883.00	-
Exchange differences	-	-	-	-
Additions	-	-	-	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
<b>Closing gross carrying amount</b>	<b>1,08,471.00</b>	<b>73,412.00</b>	<b>1,81,883.00</b>	-
<b>Accumulated Depreciation</b>				
Opening accumulated depreciation	96,189.00	52,240.00	1,48,429.00	-
Depreciation charged during the year	8,494.00	4,193.00	12,687.00	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Exchange differences	-	-	-	-
<b>Closing accumulated Depreciation</b>	<b>1,04,683.00</b>	<b>56,433.00</b>	<b>161,116.00</b>	-
<b>Net Carrying amount</b>	<b>3,788.00</b>	<b>16,979.00</b>	<b>20,767.00</b>	-

#### 4 Non current Investments

Particulars	31-Mar-20	31-Mar-19
Investment in mutual funds & equity instruments	42,955	40,585
	<b>42,955</b>	<b>40,585</b>

#### 5 Other current assets

Particulars	31-Mar-20	31-Mar-19
Unsecured- loans and advance (Considered good)	325,60,000	331,60,000
<b>Total</b>	<b>325,60,000</b>	<b>331,60,000</b>

#### 6 Inventories

Particulars	31-Mar-20	31-Mar-19
Stock in Trade	-	60,000
	-	<b>60,000</b>

#### CURRENT ASSETS - FINANCIAL ASSETS

#### 7 Cash and cash equivalents

Particulars	31-Mar-20	31-Mar-19
Cash on hand (As certified by management of the company)	6,29,956	79,094
<b>Balance with banks</b> In current accounts	97,406	1,34,928
<b>Total Cash and cash equivalents</b>	<b>7,27,362</b>	<b>2,14,022</b>

#### 8 Trade Receivables

Particulars	31-Mar-20	31-Mar-19
Unsecured considered good	13,40,999	8,68,877
	<b>13,40,999</b>	<b>8,68,877</b>

#### 9 Current tax assets

Particulars	31-Mar-20	31-Mar-19
Advance Tax deposited	35,112	35,582
TDS receivable	70,022	72,341
Sale tax deposited	-	-
GST receivable	-	-
	<b>1,05,134</b>	<b>1,07,923</b>

**10 Other current assets**

Particulars	31-Mar-20	31-Mar-19
Deferred Revenue Expenditure	17,17,500	20,03,750
	<b>17,17,500</b>	<b>20,03,750</b>

**11 Equity Share Capital**

Particulars	31-Mar-20	31-Mar-19
<b>Authorised Share Capital</b> 50,00,000 equity shares of Rs.10/- each	500,00,000	500,00,000
	<b>500,00,000</b>	<b>500,00,000</b>
<b>Issued, Subscribed &amp; fully paid-up shares</b> 36,01,300 Equity Shares of Rs.10/- each	360,13,000	360,13,000
	<b>360,13,000</b>	<b>360,13,000</b>

**(a) Terms/rights attached to equity shares**

The company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**b) Reconciliation of the number of shares**

	31-Mar-20	31-Mar-19
	No. of Shares held	No. of Shares held
Outstanding at the beginning of the year	3,601,300	3,601,300
Add : Shares issued during the year		
Outstanding at the end of the year	<b>3,601,300</b>	<b>3,601,300</b>

**c) Shares held by each shareholder holding more than 5% shares**

Name of the shareholder	31-Mar-20	31-Mar-19
	No. of Shares held	No. of Shares held
PRATAP BURMAN	5,78,600	5,78,600
CHANCHALA BURMAN	3,21,700	3,21,700
PRACTON ASSOCIATES PVT. LTD.	4,08,700	4,08,700
HIMGIRI FINVEST PVT. LTD.	2,63,900	2,63,900
AGBROS FINCAP PVT. LTD.	3,86,500	3,86,500
ARMS ADVISORY SERVICES PVT LTD	1,88,400	1,88,400
S.S INFOSOLUTION PVT LTD	1,90,000	1,90,000
FLOWPACK INDIA PVT LTD	2,96,600	2,96,600

**12 Other equity**

Particulars	31-Mar-20	31-Mar-19
<b>Capital Reserve</b>	<b>14,60,000</b>	<b>14,60,000</b>
<b>Retained Earning</b>		
Opening balance	(19,62,350)	(20,88,497)
Add : Profit for the year after taxation as per statement of Profit and Loss	1,37,331	1,36,417
	<b>(18,15,019)</b>	<b>(19,52,350)</b>
Add: Remeasurement of the Fair Value measurement	26,984	24,614
	<b>(3,28,035)</b>	<b>(4,67,736)</b>

**13 Other non-current liabilities**

Particulars	31-Mar-20	31-Mar-19
Primo Pick & Pack Ltd.	4,00,000	4,00,000
	<b>4,00,000</b>	<b>4,00,000</b>

**14 Borrowings**

Particulars	31-Mar-20	31-Mar-19
Arms & Advisory services Pvt. Ltd	-	45,000
	-	<b>45,000</b>

**15 Trade payables**

Particulars	31-Mar-20	31-Mar-19
<b>Other Acceptance</b>	1,77,468	2,17,817
	<b>1,77,468</b>	<b>2,17,817</b>

**16 Other current liabilities**

Particulars	31-Mar-20	31-Mar-19
Other Payables		
(i) Advance received from customer	-	-
(ii) Statutory Dues Payable	1,50,955	1,50,588
	<b>150,955</b>	<b>150,588</b>

**17 Provisions**

Particulars	31-Mar-20	31-Mar-19
Provision for employees salary & benefits:-		
(i) Provision for salary	12,000	46,500
Other Provisions:-		
(i) Provision for tax	45,000	47,000
(ii) Provision for audit fees	15,000	15,000
(iii) Provision for other expenses	-	-
	<b>72,000</b>	<b>1,08,500</b>

**18 Revenue from operations**

Particulars	31-Mar-20	31-Mar-19
Sale of Products	63,830	-
Commission income	14,00,430	14,46,815
	<b>14,64,260</b>	<b>14,46,815</b>

**19 Other income**

Particulars	31-Mar-20	31-Mar-19
Excess provision w/off	1,437	-
Miscellaneous Income	6,222	2,01,612
	<b>7,659</b>	<b>2,01,612</b>

**20 Purchases of stock-in-trade**

Particulars	31-Mar-20	31-Mar-19
Fabric	-	60,000
	<b>-</b>	<b>60,000</b>

**21 Changes in inventories of finished goods/ work-in-progress/stock-in-trade:**

Particulars	31-Mar-20	31-Mar-19
<b><u>Inventories at the end of the year:</u></b>		
Stock-in-trade	-	(60,000)
<b><u>Inventories at the beginning of the year:</u></b>		
Stock-in-trade	60,000	-
<b>Net (increase) / decrease</b>	<b>60,000</b>	<b>(60,000)</b>

**22 Employee benefits expense**

Particulars	31-Mar-20	31-Mar-19
Salaries & wages	3,75,823	5,58,000
Staff welfare expenses	3,805	9,057
	<b>3,79,628</b>	<b>5,67,057</b>

## 23 Other expenses

Particulars	31-Mar-20	31-Mar-19
<b>Payment to auditor</b>		
Statutory audit	15,000	15,000
Advertisement	34,119	37,485
Fees & Taxes	3,59,630	3,21,085
Bank Charges	322	5,497
Office Maintenance	4,320	11,110
Rent	60,000	60,000
EDP Expenses	8,000	8,641
Travelling and conveyance Expenses	-	2,310
Telephone, Postage & Fax	4,560	47,423
Printing and stationery	14,500	19,500
Legal and professional	26,700	31,700
Rebate & Discount	-	2
Deferred Revenue Expenses W/off	2,86,250	2,86,250
Miscellaneous Expenses	15,500	14,711
Interest & Penalty	482	-
	<b>8,29,383</b>	<b>8,60,714</b>

## 24 Related party relationship and transactions

S.No.	Name of Related Parties	Nature
1	Praxton Associates Pvt. Ltd.	Enterprise having control & Ownership
2	Arms Advisory Services Pvt. Ltd.	Enterprise having control & Ownership
3	Flowpack (India) Pvt. Ltd.	Enterprise having control & Ownership
	<b>Key Management Personnel</b>	
4	Mr. Pratap Burman	Director
5	Mrs. Chanchala Burman	Director
6	Mr. Anil Kumar	Director
7	Mr. Surendran Paramu	Director
8	Mr. Naresh Kumar Bansal	Chief Financial Officer
9	Mr. Bapi Karmakar	Chief Executive Officer
10	Mr. Mohd Sagir	Company Secretary* (resigned w.e.f 15.01.2020)
11	Ms. Poonam Saxenna	Company Secretary

The Company has the following related party transactions:

Transaction / balances	Enterprise having control & Ownership		Key Management Personnel	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Sales of goods and services	-	-	-	-
Assets purchased	-	-	-	-
Dividend	-	-	-	-
Buyback of shares	-	-	-	-
Rental Income	-	-	-	-
Rent Paid	-	-	-	-
Loans & Advances	-	45,000	-	-
<b>Key management personnel</b>				
Remuneration and short-term benefits	-	-	2,85,000	3,60,000
Other benefits	-	-	-	-
Remuneration to relative of key management personnel	-	-	-	-



## Fair value measurement

The carrying value of financial instruments by categories is as follows:

Particulars	As at March 31, 2020			As at March 31, 2019		
	At Cost	Fair value through profit or loss	At Amortised Cost	At Cost	Fair value through profit or loss	At Amortised Cost
Financial assets						
Investment	40,585	2,370	42,955	37,971	2,614	40,585
Others financial assets	-	-	325,60,000	-	-	331,60,000
<b>Total</b>	<b>40,585</b>	<b>2,370</b>	<b>326,02,955</b>	<b>37,971</b>	<b>2,614</b>	<b>332,00,585</b>
Financial Liabilities						
Long term borrowings	-	-	4,00,000	-	-	4,00,000
Short term borrowings	-	-	-	-	-	45,000
Trade Payables	-	-	1,77,468	-	-	2,,17,817
<b>Total</b>	<b>-</b>	<b>-</b>	<b>5,77,468</b>	<b>-</b>	<b>-</b>	<b>6,62,817</b>
<b>Notes:-</b>	Financial Instruments carried at amortised cost such as trade receivables, loan and advances, other financial assets, borrowings, trade payables and other financial liabilities are considered to be same as their fair values, due to short term nature.					
	For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair Values.					

## NOTICE

Notice is hereby given that the 45<sup>th</sup> Annual General Meeting of the Members of Rotographics (India) Limited will be held on Wednesday, the 30<sup>th</sup> day of September 2020, via video conferencing / other audio visual mode at 10.00 A.M to transact the following business as:

### ORDINARY BUSINESS

1. To consider and adopt: a. the Audited Financial Statement of the Company for the Financial Year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place Mr. Naresh Kumar Bansal (DIN: 00681525), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. Appointment of Statutory Auditors to fill casual vacancy

To consider and if thought fit, to pass, with or without modification, the following resolution as an **ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 27.08.2020 M/s. A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088), Noida, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kumar Grover & Co, Chartered Accountants (Firm Registration No. 001240N), New Delhi.”

#### 4. Appointment of Statutory Auditor

To Consider and if thought fit to pass, the following as **Ordinary Resolutions:-**

“**RESOLVED THAT**, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the Fiftieth Annual General Meeting, to conduct the audit for the financial year 2020-21 at remuneration on mutual consultation with the said auditors.”

#### 5. Reappointment of Director who has crossed 75 years of age

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

“**RESOLVED THAT** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to **Mrs. Chanchala Burman (DIN: 00720455)**, Director of the Company, to continue to hold office of Non- Executive Promoter Director of the Company notwithstanding that Mrs. Chanchala Burman (DIN: 00720455), has already crossed 75 years of age.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

#### 6. Appointment of Independent Director

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Pankaj Kumar Bansal (DIN:08773057)**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 1st April, 2020 Upto 31st March, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Poonam Saxena  
Company Secretary**

**Place: New Delhi  
Date: 05.09.2020**

Regd. Office: Unit No 8 Ground Floor Pocket M,  
Sarita Vihar, New Delhi, 110076  
Website: www.rotointia.co.in,  
Email info@rotointia.co.in  
Phone: 011-47366600

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is **not available** for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 18<sup>th</sup> September 2020 (the “Cut-off Date”) only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the Cut-off date.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations

& Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rotoindia.co.in](http://www.rotoindia.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 27<sup>th</sup> September, 2020 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

The remote e-voting facility shall be available during the following period:

<b>Commencement of remote e-voting:</b>	From 9:00 A.M. (IST) on Sunday, 27 <sup>th</sup> September, 2020
<b>End of remote e-voting:</b>	Up to 5:00 P.M. (IST) on Tuesday, 29 <sup>th</sup> September, 2020

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you*

*Log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below :**

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

**a) For Members who hold shares in demat account with NSDL.**

**8 Character DP ID followed by 8 Digit Client ID**

**For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.**

**b) For Members who hold shares in demat account with CDSL.**

**16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\***

**c) For Members holding shares in Physical Form.**

**EVEN Number followed by Folio Number registered with the company**

**For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\***

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.  
  
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) ***If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered***

**6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:**

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8. Now, you will have to click on "**Login**" button.**

**9. After you click on the "**Login**" button, Home page of e-Voting will open.**

## **Details on Step 2 are given below:**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Purbey31@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **info@rotoindia.co.in**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **info@rotoindia.co.in**
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [info@rotoindia.co.in](mailto:info@rotoindia.co.in)
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@rotoindia.co.in](mailto:info@rotoindia.co.in). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. **Please note the following:**

The Board of Directors has appointed Manoj Purbey & Associates, Company Secretaries, as the Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner

The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 (forty eight) hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favor 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.

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

### **Item No. 3**

M/s. Kumar Grover & Co., Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments to act as Statutory Auditor of Rotographics (India) Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended at its meeting held on 27<sup>th</sup> of August, 2020, that M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088) ,be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kumar Grover & Co., Chartered Accountants.

M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

#### **Item No. 4**

**M/s A P T & Co. LLP, Chartered Accountants (FRN: 014621C/N500088)**, have been proposed for appointment as the Statutory Auditors of the Company in the 45<sup>th</sup> AGM of the company for a period of five years, i.e. until the conclusion of the 50<sup>th</sup> AGM of the company, subject to approval of the members of the company .

M/s A P T & Co. LLP, Chartered Accountants have tendered their consent along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

#### **Item No. 5**

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Though Mrs. Chanchala Burman (DIN: 00720455), has already crossed 75 years of age during the term of her appointment, she can hold office under the erstwhile resolution. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mrs. Chanchala Burman (DIN: 00720455) has extensive experience in the field of finance, accounts, corporate strategy as well as general management having worked in many business enterprises.

The Board is of the opinion that Mrs. Chanchala Burman (DIN: 00720455), holds rich and diverse experience and she is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. She is also a person of integrity who possesses required expertise and his association as Non-Executive Director will be beneficial to the Company.

#### **Item No. 6**

Mr. Pankaj Kumar Bansal (DIN: 08773057), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, is proposed to be appointed as the independent director of the company, subject to the approval of the members of the company.

Upon appointment, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, he will not be liable to retire by rotation, for a term of five consecutive years.

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

**Poonam Saxena  
Company Secretary**

**Place: New Delhi**

**Date: 05.09.2020**

**Regd. Office: Unit No 8 Ground Floor Pocket M,**

**Sarita Vihar, New Delhi-110076**

**Website: [www.rotointia.co.in](http://www.rotointia.co.in),**

**Email [info@rotointia.co.in](mailto:info@rotointia.co.in)**

**Phone: 011-47366600**



**ANNEXURE TO THE NOTICE DATED 05<sup>TH</sup> SEPTEMBER 2020 – ITEM NO. 2, 5 & 6**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2**

<b>Particulars</b>	<b>Mr. Naresh Kumar Bansal</b>	<b>Mrs. Chanchala Burman</b>	<b>Mr. Pankaj Kumar Bansal</b>
DIN	00681525	00720455	08773057
Date of Birth	28.10.1956	29.05.1946	30.08.1973
Date of Appointment	24/03/2014	24.03.2014	-
Qualification	Graduate	Graduate	Chartered Accountant
Experience in Specific functional areas	Rich experience in the areas of finance & banking	Rich experience in Paper Industry	Rich experience in the areas of finance & banking, Auditing & Taxation, CAPEX Management, etc.
Other Directorship in /Public Listed Companies	None	RGL Ecopak Limited	None
Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Stakeholders' Relationship Committee	NA	NA
Number of shares held in the company	0	321700	0
Relationship with any Director(s) of the Company	None	Mr. Pratap Burman (Spouse)	None

# **45** *th ANNUAL REPORT*

**2019-2020**



**ROTOGRAPHICS (INDIA) LIMITED**

CIN: L74899DL1976PLC008036

Regd off: Unit No. 8, Ground Floor Pocket M, Sarita Vihar, New Delhi-110076  
Ph.: 011-47366600 Email id: [info@rotoindia.co.in](mailto:info@rotoindia.co.in) Website: [www.rotoindia.co.in](http://www.rotoindia.co.in)

