

MANOJ PURBEY & ASSOCIATES

Company Secretaries

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CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND POLL

**[Pursuant to the section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of
the Companies (Management and Administration) Rules, 2014 as amended to date]**

To

The Chairman,
43rd Annual General Meeting of
Rotographics (India) Limited
E-49/303, Dazall House
Jawahar Park, Laxmi Nagar
New Delhi -110092

Sub: Consolidated Scrutinizer's Report on Remote E-voting and poll conducted pursuant to the provision of section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended to date, at the 43rd Annual General Meeting (AGM) of the members of Rotographics (India) Limited held on Friday, 07th September, 2018 at 11:00 A.M. at 26 Sundervan, Vasant Kunj, New Delhi 110070

Dear Sir,

I, Manoj Kumar Purbey, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of Rotographics (India) Limited ("the Company") for the purpose of scrutinizing the e-voting and poll in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of section 108, 109 of the companies act 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 43rd Annual General Meeting of the members of the company held on Friday, 07th September, 2018 at 11:00 A.M. at 26 Sundervan, Vasant Kunj New Delhi -110070, submit my report as under:

1. The Notice dated August 10, 2018 along with statements setting out the material facts under section 102 of the Companies act, 2013 were sent to the shareholders in respect of the below mentioned resolutions placed at the Forty-third Annual General Meeting of the Company.



2. The company had availed e-voting facility from National Securities Depository Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically.
3. The Shareholders of the Company holding shares as on the Cut-off date of September 01, 2018 were entitled to vote on the resolutions as contained in the Notice of the Forty-third Annual General Meeting.
4. The e-voting period commenced on 04th September, 2018 at 9:00 a.m. and ended on 06th September, 2018 at 5:00 p.m. and the National Securities Depository Limited (NSDL) Platform was blocked thereafter.
5. The Company has also provided voting facility by Ballot to the shareholders present at the Forty- third Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the Poll at meeting by the Chairman, One ballot box kept for polling was locked in my presence.
7. After the voting at the said AGM was concluded, the locked ballot box was subsequently opened in my presence and in the presence of two witnesses and the ballot paper work was scrutinized. The ballot papers were reconciled with the records maintained by the Skyline Financial Services Pvt. Ltd. (Registrar and Transfer Agents) of the Company and the authorisations/proxies lodged with the Company.
8. In determining the validity or otherwise of the Ballots received, I have adopted the following criteria:
 - a) Where the date and place has been left blank the signed ballot has been treated as valid;
 - b) Where the number of shares has been left blank, I have accounted of the total holding as on 01st September, 2018 for the purpose of assent or dissent to the relevant Resolutions as indicated by the member;
 - c) Where the signature do not tally or the Ballot paper bears no signature(s), the Ballot has been treated as invalid;
9. Thereafter the remote e-voting platform was unblocked by me on Friday, at 04:24 P.M. in the presence of two witnesses as prescribed in Rule 20(4)(xii) of the said rules.



Results

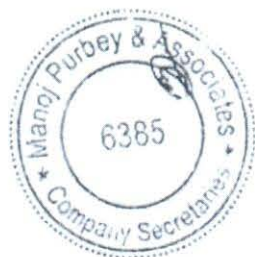
The result of the remote e-voting and the Ballot is as under:

Item No. 1: As an Ordinary Resolution

To consider and adopt the audited financial statement of the company for the financial year ended on 31st March, 2018 and the reports of the Board of Directors and Auditors' thereon.

Mode of voting	Remote E-voting			Ballot			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Vote in favour of the Resolution	20	3038831	84.38	16	58433	3.32	36	3097264	86.0041
Votes in against of the Resolution	0	0	0	0	0	0	0	0	0
Invalid/ Abstain votes	0	0	0	0	0	0	0	0	0

Based on the foregoing above ordinary resolution voted upon under remote e-voting and Ballot may be considered as carried by the requisite majority.



Item No. 2: As an Ordinary Resolution

Re-appointment of Mr. Naresh Kumar Bansal, (DIN: 00681525) retiring by rotation.

Mode of voting	Remote E-voting			Ballot			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Vote in favour of the Resolution	20	3038831	84.38	16	58433	3.32	36	3097264	86.0041
Votes in against of the Resolution	0	0	0	0	0	0	0	0	0
Invalid/ Abstain votes	0	0	0	0	0	0	0	0	0

Based on the foregoing above ordinary resolution voted upon under remote e-voting and Ballot may be considered as carried by the requisite majority.



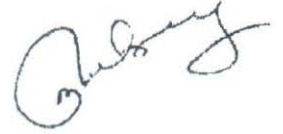
Item No. 3: As an Ordinary Resolution

Re-appointment of Mr. Bapi Karmakar (DIN: 02404342) retiring by rotation.

Mode of voting	Remote E-voting			Ballot			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Vote in favour of the Resolution	20	3038831	84.38	16	58433	3.32	36	3097264	86.0041
Votes in against of the Resolution	0	0	0	0	0	0	0	0	0
Invalid/ Abstain votes	0	0	0	0	0	0	0	0	0

Based on the foregoing above ordinary resolution voted upon under remote e-voting and Ballot may be considered as carried by the requisite majority.

For MANOJ PURBEY & ASSOCIATES
Company Secretaries



Place: New Delhi
Dated: 08.09.2018

Manoj Kumar Purbey
(Partner)
C.P. No. 6385

