

44 *th ANNUAL REPORT*

2018-2019

ROTOGRAPHICS (INDIA) LIMITED

Regd off: 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

CORPORATE INFORMATION

BOARD OF DIRECTORS

Naresh Kumar Bansal	Director
Chanchala Burman	Director
Bapi Karmakar	Director
Anil Kumar	Independent Director
Surendran Paramu	Independent Director
Pratap Burman	Non Executive Director

CHIEF FINANCIAL OFFICER

Naresh Kumar Bansal

COMPANY SECRETARY

Mohd Sagir

AUDITORS

M/s Kumar Grover & Co
Chartered Accountants,
255, Kailash Hills New Delhi- 110065
Tel No. 011-26831173, 011-26912753

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 44th Annual Report, together with the Audited Statements of Account of the Company for the financial year ended on 31st March, 2019 in terms of the Companies Act' 2013 and rules & regulation made there under & 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 2018-19 (in Rupees)	For the year 2017-18 (in Rupees)
Sales and other income	16.48	21.20
Profit before Depreciation	2.20	2.67
Depreciation	0.30	0.60
Profit before tax	1.89	2.07
Profit after tax	1.36	1.52
Other comprehensive Income	0.03	0.02
Total comprehensive Profit	1.39	1.54

2. PERFORMANCE REVIEW

During the year under review your Company has achieved gross revenue of Rs.16.48 Lakhs as against Rs. 21.20 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, 2019, the Share Capital structure of the Company stands as under:

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

6. EXTRACT OF ANNUAL RETURN:

As per provisions of Section 92 (3) of the Companies Act, 2013 (the Act) read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in the Form MGT-9 is given in **Annexure – B**, forming part of this report.

7. BOARD MEETINGS HELD DURING THE YEAR:

During the year, 6 meetings of the Board of Directors, and one 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. 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.

9. 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.
- 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.

10. 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.

11. 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 2018-19.

12. 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.

13. 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: NA
- (ii) The steps taken by the company for utilizing alternate sources of energy: NA
- (iii) The capital investment on energy conservation equipments: NA

(B) TECHNOLOGY ABSORPTION:

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

EXPENDITURE ON R& D

S. No.	Particulars	2018-19	2017-18
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 - **NA**

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. PARTICULARS OF EMPLOYEES

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

ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance. 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.

20. 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 2018-19.

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, 2019, 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, 2019, 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, 2019;
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;
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and are adequate and operating effectively.

21. CORPORATE GOVERNANCE REPORT AND CERTIFICATE

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.

22. 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, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report in Form MR-3 is given in **Annexure – G**, forming part of this report.

23. 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.

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. RETIRE BY ROTATION

In Accordance with the provision of section 152 (6) of Companies act, 2013, Mrs. Chanchala Burman (DIN: 00720455), will retire by rotation at the ensuing Annual General Meeting of the company and being eligible, offer herself for re-appointment as Director. The board recommended her 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 44th 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)

The remuneration and other details of the KMP'S for the year ended 31st March, 2019 are mentioned in the Extracts of the Annual Return attached as **Annexure-B** and forms part of this report of the Directors.

25. 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.

26. 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.

27. 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 have no significant / material impact.

28. 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.

29. 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

30. 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.

31. 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.

32. 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 41st annual general meeting (AGM) held on 26th day of September, 2016 until the conclusion of the 46th AGM of the company.

Pursuant to Notification issued by the Ministry of Corporate affairs on 07th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed there under, the mandatory requirement for ratification of appointment of auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence your company has not proposed ratification of appointment of Kumar Grover & Co., Chartered Accountants at the forthcoming AGM.

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.

(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.

33. 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.

34. 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

Place: New Delhi
Date: 26th August 2019

Pratap Burman
Chairman

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 industries 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 year. 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 Textile Industry is one of the leading textile industries in the world. Though was predominantly unorganized industry even a few years back, but the scenario started changing after the economic liberalization of Indian economy in 1991. The opening up of economy gave the much-needed thrust to the Indian textile industry, which has now successfully become one of the largest in the world.

The Indian textiles industry, currently estimated at around US\$ 120 billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 2 per cent to India's Gross Domestic Product (GDP), 10 per cent of manufacturing production and 14 per cent to overall Index of Industrial Production (IIP). The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand.

Future Prospects

Being the second largest employer in India coupled with strong industry linkages with the rural economy augurs Indian textile industry as one of the most significant sectors with an incremental growth potential. Rural economy has seen a spurt in income levels the last few years and this is right time to juxtapose their synergies to promote the Industry's growth. Being one of the key factors under the Government's "Make in India" campaign is a testimony to the huge growth potential the industry holds, both in terms of infrastructure development and skill improvement. Globally, favorable trade partners, improve its export competitiveness and contribute substantially to the nation's income. The cost competitiveness of India, as compared to some of the other exporting countries in Asia (e.g. China) has improved over recent years. The growth prospects are constrained by many challenges including rising input costs, restrictive labour laws and intensified competition from other low cost countries like China and Bangladesh. Such issues need to be addressed to result in unblocking maximum industry growth potential. As mentioned earlier, while denim industry is currently passing through a rough patch of a fairly long bearish phase of business cycle, considering inherent advantages enjoyed by textile sector in India in general and the benefits enjoyed by denim industry in particular, the medium to long term prospects of denim industry appear to be reasonably good. However, a consistent and rapid expansion in the capacities by the existing/new players can become a major concern area if the demand does not catch up at the same speed (as is presently witnessed today) and if the global macro economic factors do not improve within a reasonable period of time.

SWOT Analysis of Denim Industry

Strengths

- Existence of sufficient productive capacity.

- Management with professional and business background.
- Existence of qualified technical personnel.
- Easy availability of raw materials.
- Large domestic market.
- Abundant availability of excellent quality cotton suitable for denim.

Weaknesses

- Non availability cost efficient skilled labour.
- Not ready for diversification of products.

Opportunities

- Growing domestic and international markets demands.
- Indian market is most reliable and efficient market for US, Europe & UK. Buyers.
- Product mix and product diversification.

Threats

- Entry of multinational in domestic markets.
- Demand supply mismatch, resulting into oversupply position in Domestic Market
- Stiff competition from other Asian countries such as China, Indonesia, Thailand, Bangladesh and Pakistan.
- Fast changing fashion and fabric demands.

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.

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

Place: New Delhi
Date: 26th August 2019

Pratap Burman
Chairman

**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 31st March 2019**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1976PLC008036
2.	Registration Date	16/01/1976
3.	Name of the Company	ROTOGRAPHICS (INDIA) LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non Government Company
5.	Address of the Registered office & contact details	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.	Skyline Financial Services Private Limited D-153A 1st Floor Okhla Industrial Area Phase 1 New Delhi 110020 Concerned person:-Virender Rana Email: viren@skylinerta.com

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Commissions	47990	100

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 2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) INDIAN									
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
Sub Total(A)(1)	1840300	0	1840300	51.10	1840300	0	1840300	51.10	0
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total(A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	1840300	0	1840300	51.10	1840300	0	1840300	51.10	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	998601	143800	1142401	31.72	998601	143800	1142401	31.72	0
ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	33599	113800	147399	4.09	42869	104300	147169	4.09	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	52000	350000	402000	11.16	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	100	0	100	0	101	0	101	0.00	0
Sub-total (B)(2):-	1084300	676700	1761000	48.90	1093800	667200	1761000	48.90	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1084300	676700	1761000	48.90	1093800	667200	1761000	48.90	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2924600	676700	3601300	100	2934100	667200	3601300	100	0

b) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 01-April 2018]			Shareholding at the end of the year[As on 31-March-2019]			% 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 1-4-2018 to 31-3-2019			
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	0	0	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

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	640000	-	640000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	640000	-	640000
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	195000	-	195000
Net Change	-	195000	-	195000
Indebtedness at the end of the financial year				
i) Principal Amount	-	445000	-	445000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	445000	-	445000

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	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961(b) Value of perquisites u/s 17(2) Income-tax Act, 1961(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00
2	Stock Option	-
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	NIL	/
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
Overall Ceiling as per the Act			

c) **Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD**

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross salary	Bapi Karmakar	Mohd Sagir	Naresh Kumar Bansal	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	3,60,000	Nil	3,60,000
	(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	-	-	-	-
	Total	Nil	3,60,000	Nil	3,60,000

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

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

Place: New Delhi
 Date: 26th August 2019

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. The detailed report on implementation by the Company, of the Corporate Governance Code as incorporated in SEBI (LODR) Regulation 2015.

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.

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 six Director out of which 3 are executive and 3 are non executive Director with 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	6	Yes	1	2	Nil	NA	NA
Chanchala Burman DIN: 00720455	Executive & Woman Director	3	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	6	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.

Six 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 10th April 2018, 08th May 2018, 30th May, 2018, 10th August 2018, 14th November 2018 and 14th February 2019. During the year, information as mentioned in Part A of schedule II of SEBI (Listing obligations & Disclosures) Regulation, 2015 requirement has been placed before the board 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

Scheduling and selection of Agenda items for Board Meetings

All departments of the Company schedule their work plans 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 30, 2018 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 judgement, 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.

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, Chairman of the Audit Committee was present at the last Annual general Meeting.

Four meetings of the Audit Committee were held during the year viz. on 30th May 2018, 10th August 2018, 14th November 2018 and 14th February 2019 respectively. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

Name	Status	Category	No. of Meetings Attended during the year 2018-19
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	4

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 managements 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. 10.08.2018. The Composition of the Nomination and Remuneration Committee and details of their attendance at the meetings are as follows:

Name	Position	Category	No of Meetings Attended
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	4
Mr. Naresh Kumar Bansal	Member	Executive Director	8
Mr. Anil Kumar	Member	Independent Director	6
Mr. Surendran Paramu	Member	Independent Director	6

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, 2019: 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 2018-19.**

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 2018-19, 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:

AGM	Date	Location of the Meeting	Whether Special Resolution Passed
43 rd	07 th September 2018	26, Sundervan, Vasant Kunj New Delhi-110070	No
42 nd	26 th September 2017	26, Sundervan, Vasant Kunj New Delhi-110070	No
41 st	26 th September 2016	26, Sundervan, Vasant Kunj New Delhi-110070	Yes

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.rotaindia.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:

Day:	Monday
Date:	23 rd Day of September, 2019
Time:	09:00 A.M
Venue:	B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi - 110028

B. Financial Calendar (tentative):

Financial Year:	1st April 2018 to 31st March 2019
First Quarter Results:	Second week of August, 2018
Half Yearly Results:	Second week of December, 2018
Third Quarter Results:	Second week of February, 2019

Audited results for the Year ending 31st March, 2019:	Fifth week of May, 2019
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C. Date of Book Closure:	16 th September, 2019 to 23 rd September, 2019
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D. Stock Exchange on which the company’s shares are listed

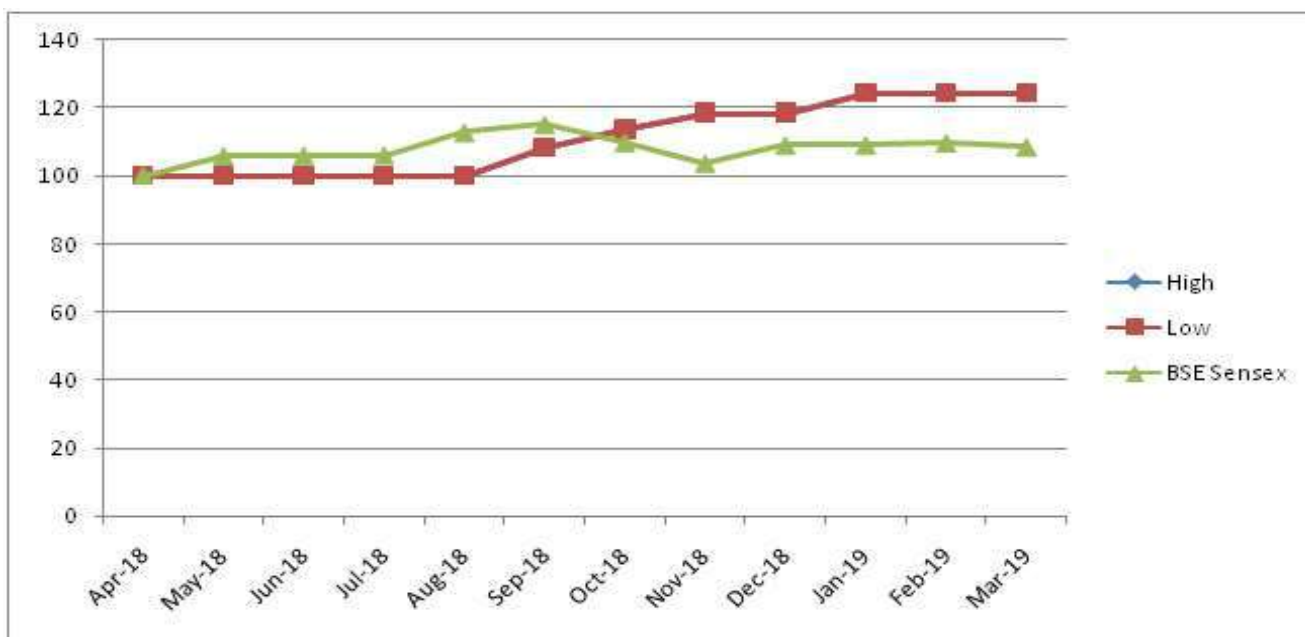
At present, the equity shares of the company are listed on the Bombay Stock Exchange (BSE) and Ahmedabad Stock Exchange Limited (ASE).

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

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

BSE LIMITED				
Month	High Price	Low Price	Volume	Sensex (Close)
April 2018	9.70	9.70	0	33.255.36
May 2018	9.70	9.70	200	35176.42
June 2018	9.70	9.70	0	35227.26
July 2018	9.70	9.70	0	35264.41
August 2018	9.70	9.70	3	37521.62
September 2018	10.50	10.50	0	38312.52
October 2018	11.02	11.02	118	36526.14
November 2018	11.50	11.50	0	34431.97
December 2018	11.50	11.50	95	36241.00
January 2019	12.07	12.07	0	36254.57
February 2019	12.07	12.07	0	36469.43
March 2019	12.07	12.07	0	36063.81

Chart of RGIL share with respect to the BSE Sensex



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, 2019

NumbersOf Share-Holders	% of Total Numbers of Shareholders	Share Holding of Value of Rs.	No. of Shares	Amount in Rs.	% to Total
435	78.8	Up to 5000	69041	690410	1.92
69	12.5	5001 to 10000	58600	586000	1.63
12	2.17	10001 to 20000	22194	221940	0.62
7	1.27	20001 to 30000	18500	185000	0.51
3	0.54	30001 to 40000	10500	105000	0.29
5	0.91	40001 to 50000	24500	245000	0.68
2	0.36	50001 to 100000	16036	160360	0.45
19	3.44	100001 and above	3381929	33819290	93.91
552	100.00	Total	3601300	36013000	100.00

Categories of Shareholding as on March 31, 2019

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
	Total	3601300	100.00

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, 2019, a total of 29,34,100 equity shares which form 81.47% 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	Number of times	
		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	Directors Bapi Karmakar Naresh Kumar Bansal Pratap Burman Chanchala Burman Company Secretary Mohd Sagir	% 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.	

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:-

1.	Details of contracts or arrangements or transactions not at arm's length basis:	There were no contracts or arrangements or transactions entered into during the year ended March, 2019, which were not at arm's length basis
2.	Details of material contracts or arrangement or transactions at arm's length basis:	NIL
	a) Name(s) of the related party and nature of relationship:	
	b) Nature of contracts/arrangements/ transactions:	
	c) Duration of the contracts / arrangements/ transactions:	
	d) Salient terms of the contracts or arrangements or NIL transactions including the value, if any:	
	e) Date(s) of approval by the Board, if any:	
	f) 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

Secretarial Audit Report For The Financial Year Ended 31st March, 2019

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
93, Pocket 2 Jasola New Delhi 110025
Ph.: 011- 47366600
Email id: info.rotointia.co.in
Website: www.rotointia.co.in

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

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 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 31st March, 2019, 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**

**Place: Delhi
Date: 30.05.2019**

**CS Manoj Kumar Purbey
Partner
CP No: 6534**

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 SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2018

To,
The Members,
Rotographics (India) Limited
93, Pocket-2, Jasola
New Delhi 110025
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**

**Place: Delhi
Date: 30.05.2019**

**CS Manoj Kumar Purbey
Partner
CP No: 6534**

ANNEXURE - H 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

In relation to the Audited Financial Accounts of the Company as at March 31, 2019, 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

Place: New Delhi
Date: 30.05.2019

Bapi Karmakar
CEO

Naresh Kumar Bansal
CFO

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
93, Pocket 2 Jasola New Delhi 110025
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 93, Pocket 2 Jasola New Delhi 110025, 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, 2019, 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**

**Place: Delhi
Date: 30.05.2019**

**CS Manoj Kumar Purbey
Partner
CP No: 6534**

ANNEXURE-J 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,
ROTOGRAPHICS (INDIA) LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Rotographics (India) Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow 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 Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.

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

RAVI KHANNA, FCA
Partner
Membership No.: 081011

Date: 28.05.2019
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, 2019, 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, 2019, 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: 28.05.2019
Place: New Delhi

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 2019, 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: 28.05.2019

Place: New Delhi

ROTOGRAPHICS (INDIA) LIMITED

BALANCE SHEET AS AT March 31, 2019

(Amounts in Rs.)

PARTICULARS	NOTE NO.	As at 31st-March-2019	As at 31st-March-2018	As at 1st-April-2017
ASSETS				
NON-CURRENT ASSETS				
(a) Property, Plant and Equipment	3	33,454	64,828	82,518
(b) Financial assests				
(i) Investments	4	40,585	37,971	35,746
(ii) Others				
(c) Other financial assests	5	33,160,000	33,335,000	35,260,000
(d) Others non-current assests		-	-	-
CURRENT ASSESTS				
(a) Inventories	6	60,000	-	-
(b) Financial Assests				
(i) Cash and Cash equivalents	7	214,022	151,264	455,248
(ii) Trade receivables	8	868,877	900,520	7,212,122
(v) Others		-	-	-
(c) Current tax assests	9	107,923	125,156	84,332
(d) Other current assets	10	2,003,750	2,290,000	2,576,250
TOTAL ASSESTS		36,488,611	36,904,739	45,706,216
EQUITIES AND LIABILITIES				
EQUITY				
(a) Equity share capital	11	36,013,000	36,013,000	36,013,000
(b) Other equity	12	(467,736)	(606,497)	(760,358)
LIABILITIES				
NON-CURRENT LIABILITIES				
(a) Financial liabilities				
(i) Borrowings	13	400,000	400,000	400,000
(b) Other non-current liabilities		-	-	-
(c) Deferred Tax Liabilities		21,442	15,304	12,035
CURRENT LIABILITIES				
(a) Financial liabilities				
(i) Borrowings	14	45,000	240,000	525,000
(ii) Trade payables	15	217,817	539,019	9,056,703
(b) Other current liabilities	16	150,588	145,555	288,336
(c) Provisions	17	108,500	158,358	171,500
TOTAL EQUITY AND LIABILITIES		36,488,611	36,904,739	45,706,216
Significant accounting policies and notes to standalone sinancial 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 FRN NO: 001240N		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	
Place: New Delhi Date : 28.05.2019		Mohd. Sagir Company Secretary Membership No. A42985		

ROTOGRAPHICS (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

		Note No.	Year ended 31.03.2019	Year ended 31.03.2018
I	Revenue from operations	18	1,446,815	2,118,255
II	Other income	19	201,612	2,199
III	Total income (I+II)		1,648,427	2,120,454
IV	Expenses			
	Cost of materials consumed		-	-
	Purchase of stock-in-trade	20	60,000	375,000
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(60,000)	-
	Depreciation and amortisation expenses	3	31,371	60,270
	Employee benefit expense	22	567,057	567,165
	Finance costs		-	-
	Other expenses	23	860,714	911,114
	Total expenses (IV)		1,459,142	1,913,549
V	Profit/(loss) before exceptional items and tax (III-IV)		189,285	206,905
VI	Exceptional items			
VII	Profit/(loss) before tax (V-VI)		189,285	206,905
VIII	Tax Expense			
	(1) Current tax		47,000	52,000
	(2) Deferred tax		6,138	3,269
	Total tax expense (VIII)		53,138	55,269
IX	Profit/(loss) for the year from continuing operations (VII-VIII)		136,147	151,636
X	Other comprehensive Income Items that will not be reclassified to profit and loss			
	(i) Impact of recognition of assets under indian AS		2,614	2,225
	(ii) Income tax effect on above		-	-
	Total Other comprehensive income		2,614	2,225
XI	Total comprehensive income for the year (IX +X) (comprising profit and other comprehensive income of the year)		138,761	153,861
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
FRN NO: 001240N

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 : 28.05.2019

Mohd. Sagir
Company Secretary
Membership No. A42985

ROTOGRAPHICS (INDIA) LIMITED

CASH FLOW STATEMENT

(Amounts in Rs.)

	31st March 2019	31st March 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit before tax, minority interest and appropriations	136,147	151,363
Adjustments for:		
Income tax	47,000	42,000
Depeciation and amortisation	31,371	60,270
Operating profit before working capital changes	214,518	263,906
Adjustments for working capital changes	-	-
(increase)/decrease in inventories	(60,000)	-
(increase)/decrease in trade receivables	31,643	6,311,602
(increase)/decrease in short-term loans and advances	175,000	1,925,000
(increase)/decrease in other current assests	17,233	(40,824)
increase/(decrease) in trade payables	(321,202)	(8,517,684)
increase/(decrease) in Other current liabilities	(44,825)	(155,923)
Cash generated from operations	12,367	(213,923)
Income tax refund/(paid)	(47,000)	(52,000)
Cash flow before extra ordinary items	(34,638)	(265,923)
Extra ordinary items	6,138	3,269
Net cash flow from/(used in) Operating activities (A)	(28,495)	(262,654)
CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assest, including capital advances	-	(42,479)
Increase in other non current assets	286,250	286,250
Net cash flow from/(used in) Investing activities (B)	(286,250)	(243,671)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	(195,000)	(2,85,000)
Repayment of long-term borrowings	-	-
Net cash flow from/(used in) financing activities (C)	(195,000)	(2,85,000)
Net increase/(decrease) in cash and cash equivalentls	62,758	(303,983)
Cash and cash equivalentls at the beginning of the year	151,264	455,248
Cash and cash equivalentls at the end of the year	214,022	1,51,264
Components of cash and cash equivalentls		
Cash on hand	79,094	67,494
Balance with bank		
(a) in current accounts	134,928	83,770
Total cash and cash equivalentls	215,022	151,264
Significant accounting policies and notes to standalone sinancial statements As per our report of even date attached		
For Kumar Grover & Co. Chartered Accountants FRN NO: 001240N		For and on behalf of Board of Directors of Rotographics (India) Limited Bapi Karmakar Chief Executive Officer
Naresh Kumar Bansal Chief Financial Officer		Chanchala Burman Director DIN: 00720455
Ravi Khanna Partner Membership No. 081011		Mohd. Sagir Company Secretary Membership No. A42985
Pratap Burman Chaiman & Director DIN: 00595389		
Place: New Delhi Date : 28.05.2019		

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

A. EQUITY SHARE CAPITAL		Balance As at 31.3.2019	Balance As at 31.3.2018	Balance As at 01.04.2017
Particulars				
Authorised Share Capital 50,00,000 Fully paid equity shares of Rs. 10 each		36,013,000	36,013,000	36,013,000
Issued and subscribed capital comprises				
36,01,300 Fully paid equity shares of Rs. 10 each (as at April 1, 2017: 36,01,300; as at March 31, 2018: 36,01,300; as at March 31, 2019: 36,01,300)		36,013,000	36,013,000	36,013,000
B. OTHER EQUITY				
Particulars	Reserves and surplus		Items of OCI	
	General Reserve	Capital Reserve	Retained Earnings	Total
Balance as at April 1, 2017	-	1,460,000	(2,240,133)	(780,133)
Profit for the year	-	-	151,636	151,636
Re-measurements of the Fair Value Measurement	-	-	-	22,000
Balance as at March 31, 2018	-	1,460,000	(2,088,497)	(606,497)
Balance as at April 1, 2018	-	1,460,000	(2,088,497)	(606,497)
Profit for the year	-	-	136,147	136,147
Re-measurements of the Fair Value Measurement	-	-	-	2,614
Balance as at March 31, 2019	-	1,460,000	(1,952,350)	(467,736)

Significant accounting policies and notes to standalone financial statements

As per our report of even date attached

For Kumar Grover & Co.
Chartered Accountants
FRN NO: 001240N

Ravi Khanna
Partner
Membership No. 081011

Place: New Delhi
Date : 28.05.2019

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

Mohd. Sagir
Company Secretary
Membership No. A42985

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 28th May, 2019

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

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.

As per our report of even date attached

For Kumar Grover & Co.
Chartered Accountants
FRN NO: 001240N

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

Ravi Khanna
Partner
Membership No. 081011

Naresh Kumar Bansal
Chief Financial Officer

Bapi Karmakar
Chief Executive Officer

Pratap Burman
Chairman & Director

Chanchala Burman
Director

Place: New Delhi
Date : 28.05.2019

Mohd. Sagir
Company Secretary
Membership No. A42985

ROTOGRAPHICS (INDIA) LIMITED

Note 3 :- Property, plant and equipment

	Plant and machinery	Furniture, fittings and equipment	Total	Capital work-in- progress
<u>Year ended 31 March 2018</u>				
Gross Carrying amount				
Opening gross carrying amount	78,672.00	60,632.00	139,304.00	-
Exchange differences	-	-	-	-
Additions	29,799.00	12,780.00	42,579.00	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	108,471.00	73,412.00	181,883.00	-
Accumulated Depreciation				
Opening gross carrying amount	36,675.00	20,112.00	56,787.00	-
Depreciation charged during the year	36,826.00	14,475.00	51,301.00	-
Assets classified as held for sale	-	-	-	-
Disposals	-	8,970.00	8,970.00	-
Exchange differences	-	-	-	-
Closing accumulated Depreciation	73,501.00	43,557.00	117,058.00	-
Net Carrying amount	34,970.00	29,855.00	64,828.00	-
<u>Year ended 31 March 2019</u>				
Gross Carrying amount				
Opening gross carrying amount	108,471.00	73,412.00	181,883.00	-
Exchange differences	-	-	-	-
Additions	-	-	-	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	108,471.00	73,412.00	181,883.00	-
Accumulated Depreciation				
Opening accumulated depreciation	73,501.00	43,557.00	117,058.00	-
Depreciation charged during the year	22,688.00	8,683.00	31,371.00	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Exchange differences	-	-	-	-
Closing accumulated Depreciation	96,189.00	52,240.00	148,429.00	-
Net Carrying amount	12,282.00	21,172.00	33,454.00	-

4 Non current Investments

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Investment in mutual funds & equity instruments	40,585	37,971	35,746
	40,585	37,971	35,746

5 Other current assets

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Unsecured- loans and advance (Considered good)	33,160,000	333,35,000	352,60,000
Total	33,160,000	333,35,000	352,60,000

6 Inventories

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Stock in Trade	60,000	-	-
	60,000	-	-

CURRENT ASSETS - FINANCIAL ASSETS

7 Cash and cash equivalents

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Cash on hand (As certified by management of the company)	79,094	67,494	1,80,538
Balance with banks In current accounts	134,928	83,770	2,74,710
Total Cash and cash equivalents	214,022	1,51,264	4,55,248

8 Trade Receivables

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Unsecured considered good	868,877	900,520	7,212,122
	868,877	900,520	7,212,122

9 Current tax assets

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Advance Tax deposited	35,582	35,582	35,582
TDS receivable	72,341	85,459	48,750
Sale tax deposited	-	-	-
GST receivable	-	4,115	-
	107,923	125,156	84,332

10 Other current assets

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Deferred Revenue Expenditure	2,003,750	22,90,000	25,76,250
	2,003,750	22,90,000	25,76,250

11 Equity Share Capital

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Authorised Share Capital 50,00,000 equity shares of Rs.10/- each	50,000,000	50,000,000	50,000,000
	50,000,000	50,000,000	50,000,000
Issued, Subscribed & fully paid-up shares 36,01,300 Equity Shares of Rs.10/- each	36,013,000	36,013,000	36,013,000
	36,013,000	36,013,000	36,013,000

(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-19	31-Mar-18	01-Apr-17
	No. of Shares held	No. of Shares held	No. of Shares held
Outstanding at the beginning of the year	3,601,300	3,601,300	3,601,300
Add : Shares issued during the year			
Outstanding at the end of the year	3,601,300	3,601,300	3,601,300

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

Name of the shareholder	31-Mar-19	31-Mar-18	01-Apr-17
	Number	Number	Number
PRATAP BURMAN	5,78,600	5,78,600	5,78,600
CHANCHALA BURMAN	3,21,700	3,21,700	3,21,700
PRAXTON ASSOCIATES PVT. LTD.	4,08,700	4,08,700	4,08,700
HIMGIRI FINVEST PVT. LTD.	2,63,900	2,63,900	2,64,000
AGBROS FINCAP PVT. LTD.	3,86,500	3,86,500	3,86,500
ARMS ADVISORY SERVICES PVT LTD	1,88,400	1,88,400	1,88,400
S.S INFOSOLUTION PVT LTD	1,90,000	1,90,000	1,90,000
FLOWPACK INDIA PVT LTD	2,96,600	2,96,600	2,96,600

12 Other equity

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Capital Reserve	1,460,000	1,460,000	1,460,000
Surplus			
Opening balance	(2,066,497)	(2,220,358)	(2,314,931)
Add : Profit for the year after taxation as per statement of Profit and Loss	138,761	153,861	94,573
	(1,927,736)	(2,066,497)	(2,220,358)
Other equity	(467,736)	(6,06,497)	(7,60,358)

13 Other non-current liabilities

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Primo Pick & Pack Ltd.	400,000	400,000	400,000
Veronique Azan	-	-	-
	400,000	400,000	400,000

14 Borrowings

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Arms & Advisory services Pvt. Ltd	45,000	240,000	525,000
	45,000	240,000	525,000

15 Trade payables

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Other Acceptance	217,817	539,019	9,056,703
	217,817	539,019	9,056,703

16 Other current liabilities

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Other Payables			
(i) Advance received from customer	-	-	-
(ii) Statutory Dues Payable	150,588	145,555	288,336
	150,588	145,555	288,336

17 Provisions

Particulars	31-Mar-19	31-Mar-18	01-Apr-17
Provision for employees salary & benefits:-			
(i) Provision for salary	46,500	46,500	88,500
Other Provisions:-			
(i) Provision for tax	47,000	52,000	48,000
(ii) Provision for audit fees	15,000	15,000	15,000
(ii) Provision for other expenses		44,858	20,000
	108,500	158,358	171,500

18 Revenue from operations

Particulars	31-Mar-19	31-Mar-18
Sale of Products	-	4,09,080
Commission income	1,446,815	1,709,175
	1,446,815	2,118,255

19 Other income

Particulars	31-Mar-19	31-Mar-18
Excess provision w/off	-	2,196
Miscellaneous Income	201,612	3
	201,612	2,199

20 Purchases of stock-in-trade

Particulars	31-Mar-19	31-Mar-18
fabirc	60,000	375,000
	60,000	375,000

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

Particulars	31-Mar-19	31-Mar-18
<u>Inventories at the end of the year:</u>		
Stock-in-trade	60,000	-
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	-	-
Net (increase) / decrease	60,000	-

22 Employee benefits expense

Particulars	31-Mar-19	31-Mar-18
Salaries & wages	558,000	558,000
Staff welfare expenses	9,057	9,165
	567,057	567,165

23 Other expenses

Particulars	31-Mar-19	31-Mar-18
Payment to auditor		
Statutory audit	15,000	15,000
Advertisement	37,485	35,496
Fees & Taxes	3,21,085	319,618
Bank Charges and Interest	5,497	2,641
Office Maintenance	11,110	6,610
Rent	60,000	120,000
EDP Expenses	8,641	5,000
Membership & Subscription	-	1,500
Travelling and conveyance Expenses	2,310	5,570
Telephone, Postage & Fax	47,423	29,883
Printing and stationery	19,500	16,500
Legal and professional	31,700	67,300
Rebate & Discount	2	(254)
Deferred Revenue Expenses W/off	286,250	286,250
Miscellaneous Expenses	14,711	-
	860,714	911,114

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
	Key Management Personnel	
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

The Company has the following related party transactions:

Transaction / balances	Enterprise having control & Ownership		Key Management Personnel	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Sales of goods and services	-	-	-	-
Assets purchased	-	-	-	-
Dividend	-	-	-	-
Buyback of shares	-	-	-	-
Rental Income	-	-	-	-
Rent Paid	-	-	-	-
Loans & Advances	45,000	2,40,000	-	-
Key management personnel				
Remuneration and short-term benefits	-	-	3,60,000	3,60,000
Other benefits	-	-	-	-
Remuneration to relative of key management personnel	-	-	-	-

ROTOGRAPHICS (INDIA) LIMITED

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

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the members of Rotographics (India) Limited will be held on Monday, the 23rd day of September 2019, at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi - 110028 at 09.00 A.M. To transact the following business as:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mrs. Chanchala Burman (DIN: 00720455), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Chanchala Burman (DIN: 00720455), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. 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 Mr. Pratap Burman (DIN: 00595389), Director of the Company, to continue to hold office of Non-Executive Promoter Director of the Company notwithstanding that Mr. Pratap Burman 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 authorised ‘Committee’ thereof) be and is hereby authorised 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.”

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

Place: New Delhi
Date: 26.08.2019

Mohd Sagir
Company Secretary

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

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies, in order to be effective must be received at the registered office of the company not less than 48 hours before the time of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
7. In terms of the provisions of Section 152 of the Act, Smt. Chanchala Burman, Director, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend her respective re-appointment. Smt. Chanchala Burman is interested in the Ordinary Resolutions set out at Item Nos. 2 of the Notice with regard to her re-appointment. Shri Pratap Burman, Chairman, being related to Smt. Chanchala Burman may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 & 2 of the Notice.
8. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "**Annexure**" to the Notice.
9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of Annual Report.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
12. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Skyline, RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

Members holding shares in physical mode are:

- a) Required to submit their Permanent Account Number (PAN) and bank account details to the Company / our RTA, if not registered with the Company, as mandated by SEBI.
- b) Advised to register nomination in respect of their shareholding in the Company.

- c) Requested to register / update their e-mail address with the Company / our RTA for receiving all communications from the Company electronically.**

Members holding shares in electronic mode are:

- a) Requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
- b) Advised to contact their respective DPs for registering nomination.
- c) Requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**

Non-Resident Indian members are requested to inform our RTA / respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. The Register of Members and Share Transfer Registers of the Company will remain closed from Monday, 16th September, 2019 to Monday, 23rd September, 2019 (both days inclusive).
14. The Notice of the 44th Annual General Meeting and Annual Report for the year 2018-19 is being sent to all the members, whose names appear in the register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on close of business hours on Friday, 30th August, 2019. Any Person acquires the shares and became member after dispatch of notice and annual report can obtain the same by downloading it from the company’s website: www.rotointia.co.in.
15. Members seeking further information about the accounts are requested to write at least 10 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
16. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
17. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
18. Members may also note that the Notice of 44th Annual General Meeting and Annual Report for the year 2018-2019 is also available on the website of the Company www.rotointia.co.in for their download.
19. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. The cut-off date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be Friday, 13th September 2019.
20. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.
21. The results of voting shall be declared at the Registered Office of the Company within 3 (three) days of the conclusion of the Annual General Meeting by the chairman of the meeting and shall also be displayed at the website of the company www.rotointia.co.in

22. Voting through Electronic Means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide to members, a facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing remote e-voting services through e-voting platform. In

this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Bank on remote e-Voting system.

The Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or link <https://www.rotointia.co.in>

23. The remote e-voting period shall commence on Friday, 20th September, 2019 at 9:00 am and ends on Sunday, 22nd September, 2019 at 5:00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 09th September 2019 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
24. Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 13th September 2019 (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.
25. At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
26. Instructions for E-voting are as under:

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/](https://www.evoting.nsdl.com/)

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

Details on Step1 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:
 - 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*****).
 - 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*****).
 - 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 are 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 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. minda.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 minda.pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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? <<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp>>"(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?<<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp>>" (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.
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

Step 2: 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 the Company.
- 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 ; info@rotoindia.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?<<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp>>" or "Physical User Reset Password?<<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp>>" option available on www.evoting.nsdl.com <<http://www.evoting.nsdl.com>> to reset the password.

27. Voting at AGM

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by way of Ballot Paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

28. Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM by way of Ballot Paper.

29. The Board of Directors have appointed Mr. Manoj Kumar Purbey, Practicing Company Secretary (Membership No. FCS: 6063), as the Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner

30. 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

31. The route map of the venue of the Meeting is given in the Notice.

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

Item No. 3

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 Mr. Burman can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Pratap Burman has extensive experience in the field of finance, accounts, corporate strategy as well as general management having worked in many business enterprises. Apart from being a Director on the Board, Mr. Burman is also part of Stakeholders Relationship Committee & Nomination and Remuneration Committee, has been effectively performing his duties and providing valuable guidance to the Company.

The Board is of the opinion that Mr. Burman's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Director will be beneficial to the Company.

Mr. Pratap Burman, and Mrs. Chanchala Burman, being related to Mr. Pratap Burman may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, above Special Resolution. Your Directors recommend the above Resolution set out in Item No. 3 as a Special Resolution for your approval.

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

Place: New Delhi
Date: 26.08.2019

Mohd Sagir
Company Secretary

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

ANNEXURE TO THE NOTICE DATED 26TH AUGUST 2019 – ITEM NO. 2 & 3**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**

Particulars	Mr. Pratap Burman	Mrs. Chanchala Burman
DIN	00595389	00720455
Date of Birth	18.05.1944	29.05.1946
Date of Appointment	16.01.1976	24.03.2014
Qualification	Graduate	Graduate
Experience in Specific functional areas	Industrialist & Rich experience in Paper Industry	Rich experience in Paper Industry
Other Directorship in Companies/LLP	TRAUN Papers Private Limited LNB Commercial Private Limited RGL Ecopak Limited	TRAUN Papers Private Limited LNB Commercial Private Limited RGL Ecopak Limited
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholders' Relationship Committee, Nomination and Remuneration Committee	NA
Number of shares held in the company	578600	321700
Relationship with any Director(s) of the Company	Mrs. Chanchala Burman	Mr. Pratap Burman

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info.rotointia.co.in

Regd. Office: Unit No 8 Ground Floor Pocket M, Sarita Vihar, New Delhi - 110076

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L74899DL1976PLC008036
Name of the company:	ROTOGRAPHICS (INDIA) LIMITED
Registered office:	Unit No 8 Ground Floor Pocket M, Sarita Vihar, New Delhi - 110076
Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:		Address:	
	E-mail Id:		Signature:	
2	Name:		Address:	
	E-mail Id:		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual general meeting of the company, to be held on the 23rd day of September 2019 at 09:00 A.M at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi -110028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
	Ordinary Business
1	Adoption of Financial Statements, Reports of the Board of Directors and Auditors
2	Re-appointment of Mrs. Chanchala Burman (DIN: 00720455) as Director Special Business
3	Re-appointment Mr. Pratap Burman (DIN: 00595389), even after age of 75 years.

Signed this..... day of..... 2019

Signature of shareholder;

Signature of Proxy holder(s);

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info@rotoindia.co.in

Regd. Office: Unit No 8 Ground Floor Pocket M, Sarita Vihar, New Delhi - 110076

ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT

I hereby record my presence at the 44th Annual General Meeting to be held on Monday, 23rd September 2019, at B-1, DDA Local Shopping Complex, A Block, Ring Road, Naraina, New Delhi -110028 at 09:00 A. M.

Name of shareholder/Proxy. (In block Letters)	
Regd. Folio No.	
DP ID No/Client ID No. (*Not applicable if shares in physical form)	
Signature.	

