

MANOJ PURBEY & ASSOCIATES

Company Secretaries

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CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND POLL

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

To

The Board of Directors
Rotographics (India) Limited
E-49/303, Dazall House
Jawahar Park, Laxmi Nagar
New Delhi -110092

Ref: Consolidated Scrutinizers' Report on Remote E-voting and poll conducted at the 41st Annual General Meeting (AGM) of the members of Rotographics (India) Limited held on Monday, 26th September, 2016 at 10:30 A.M. at 26 Sundervan, Vasant Kunj, New Delhi 110070

Dear Sir,

I, Manoj Kumar Purbey, Practicing Company Secretary, appointed as Scrutinizer of Rotographics (India) Limited ("the Company") for the purpose of scrutinizing the e voting and poll in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of section 108,109 of the companies act 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 41st Annual General Meeting of the members of the company held on Monday 26th day of September 2016 at 10:30 A.M. at 26 Sundervan, Vasant Kunj New Delhi -110070 submit my report as under:

1. The company has availed e-voting facility from National Securities Depository Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting and Physical Ballot at the Annual General Meeting venue was conducted under my supervision. At the time of Physical Ballot, adequate care is taken such that no member who has cast his vote by remote e-voting prior to the meeting is allowed to cast his vote again at the Annual General Meeting venue.
2. The e-voting period remained open from 9.00 A.M. on 23rd September 2016 till 5.00 P.M. on 25th September, 2016.



3. The Shareholders holding shares as on the "cut-off" date i.e. 23rd day of September, 2016 were entitled to vote on the proposed resolutions (Item No. 1 to 8) as set out in the Notice of 41st Annual General Meeting of the Company.
4. The locked ballot box was subsequently opened scrutinized. The poll papers were reconciled with Skyline Financial Services Pvt. Ltd. (Registrar and Transfer Agents) of the Company and the authorisations/proxies lodged with the Company
5. The remote votes were unblocked and thereafter the details, containing inter-alia the list of equity shareholders who voted "For" and "Against" were downloaded from the e-voting website of National Securities Depository Limited and the same along with the information on Physical Balloting of votes during the Annual General Meeting are handed over to the Company Secretary of the Company.
6. No Poll Paper was incomplete and found defective
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Based on the data downloaded from the official e-voting website of the e-Voting facilitator and the Physical Ballot conducted at the Annual General Meeting venue, the combined result (of e-voting & Physical Ballot) is given in the Annexure.

Recommendations:

The resolutions which have secured votes casted in favour of the resolution may be considered to be having been passed. Chairman may accordingly declare the result.

Place: New Delhi

Dated: 27/09/2016



For, MANOJ PURBEY & ASSOCIATES
Company Secretaries

A handwritten signature in black ink, appearing to read "Manoj Kumar Purbey".

Manoj Kumar Purbey
(Proprietor)

C.P. No. 6385

Rotographics (India) Limited

Results of remote e-voting and voting by Poll at the 41st Annual General Meeting:

Date of AGM	Monday 26th day of September 2016
Total number of Shareholders on Record Date	513
Cut-off date for e-voting : September 23, 2016	
No. of Shareholders present in the Meeting Either in person or through Proxy:	28
Promoters and Promoter Group:	6
Public:	22
No. of Shareholders Attended the Meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public:	0



Annexure A

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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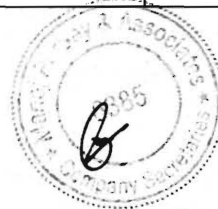
Resolution-1- To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2016, together with the Report of the Directors and Auditors' thereon

Modes of Voting (E-voting)

Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0

Modes of Voting (Poll)

Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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Resolution-2 -Appointment of Statutory Auditor

Modes of Voting (E-voting)							
Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0

Modes of Voting (Poll)							
Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution-3 - Re-appointment of Mr. Pratap Burman, (DIN: 00595389) as Director							
Modes of Voting (E-voting)							
Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246107	70.76	1246107	0	100	0
Total	3601300	3086407	85.70	3086407	0	100	0
Modes of Voting (Poll)							
Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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Resolution-4- Re-appointment of Mr. Naresh Kumar Bansal, (DIN: 00681525) as Director

Modes of Voting (E-voting)							
Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0

Modes of Voting (Poll)							
Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution-5-Re-appointment of Mr. Bapi Karmakar, (DIN: 02404342) as Director							
Modes of Voting (E-voting)							
Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0
Modes of Voting (Poll)							
Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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Resolution-6- Appointment of Mr. Anil Kumar, (DIN: 06940017) as Independent Director

Modes of Voting (E-voting)

Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0

Modes of Voting (Poll)

Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Resolution-7- Appointment of Mr. Surendran Paramu , (DIN:07602763) as Independent Director							
Modes of Voting (E-voting)							
Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0
Modes of Voting (Poll)							
Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution-8- To appoint Mr. Pratap Burman, (DIN: 00595389) as Chairman of the Company							
Modes of Voting (E-voting)							
Promoter and Promoter Group	1840300	1840300	100	1840300	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	1246207	70.77	1246207	0	100	0
Total	3601300	3086507	85.71	3086507	0	100	0
Modes of Voting (Poll)							
Promoter and Promoter Group	1840300	0	0	0	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1761000	14000	0.80	14000	0	100	0
Total	3601300	14000	0.39	14000	0	100	0

Place: New Delhi
Dated: 27/09/2016



For, MANOJ PURBEY & ASSOCIATES

Company Secretaries

Manoj Kumar Purbey
(Proprietor)

C.P. No. 6385