Rotographics

Date: 30.08.2017

Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai -400001

Scrip Code: 539922
Symbol: RGIL

Manager Listing
Ahmadabad Stock Exchange
A-2, Kamdhenu Complex,
Opposite Sahajanand College,
Panjara Pol, Ahmedabad,
Gujarat 380015

Sub: Submission of Copy of the Notice for 42nd Annual General Meeting

Dear Sir,

Enclosed please find copy of the Notice for 42nd Annual General Meeting of Rotographics (India) Limited, to be held on Tuesday, 26th September, 2017 at 10:30 A.M. at 26, Sundervan, Vasant Kunj, New Delhi-110070.

This is for your information and records please.

Thanking you,

Yours faithfully
For Rotographics (India) Limited

ROTOGRAPHICS (INDIA) LIMITED DELHI

(Mohd Sagir)
Company Secretary &
Compliance Officer

Encl: As above

Rotographics

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the members of Rotographics (India) Limited will be held on Tuesday, the 26th day of September 2017, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 10:30 A.M. To transact the following business as:

ORDINARY BUSINESS

1. **Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors**

   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and now submitted to this Meeting be and are hereby approved and adopted."

2. **Re-appointment of Director retiring by rotation**

   To appoint a Director in place of Mr. Pratap Burman (DIN: 00595389) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** Mr. Pratap Burman (DIN: 00595389) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

3. **Re-appointment of Director retiring by rotation**

   To appoint a Director in place of Mrs. Chanchala Burman (DIN: 00720455) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers herself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** Mrs. Chanchala Burman (DIN: 00720455) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offered herself for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

4. **To ratify the appointment of the auditors of the Company and fix their remuneration 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 26th September 2016, the appointment of M/s Kumar Grover & Co. Chartered Accountants, Delhi having Firm's registration no. 001240N as the Auditors of the Company to hold office till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31st March, 2018 as may be determined by the Board of Directors in consultation with the auditors."

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

Place: New Delhi
Date: 30th August, 2017

Mohd Sagir
Company Secretary

Regd. Office: E-49/303, Dazall House,
Jawahar Park, Laxmi Nagar,
Delhi -110092
Website: www.rotoindia.co.in
Email info@rotoindia.co.in
Phone: 011-42334176, 47366600

Notes:

As Rotographics (India) Limited, being a listed company, is compulsorily required to provide remote e-voting facility to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 42nd AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. The profile of the Directors seeking appointment/reappointment, as required in terms of regulation 36 of SEBI (LODR) Regulations, 2015 annexed.

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 proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.

4. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

5. The Register of Members and Share Transfer Registers of the Company will remain closed from 21st September, 2017 to 26th September, 2017 (both days inclusive).

6. The Notice of the 42nd Annual general meeting and annual report for the year 2016-17 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 Wednesday, 30th August, 2017. 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.rotoindia.co.in.

7. 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.

The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding the shares in physical form can submit their PAN details to the Company.

8. 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.

9. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, Ist Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.

10. 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.

11. MEMBERS ARE REQUESTED TO FURNISH OR UPDATE THEIR E-MAIL IDS WITH THE REGISTRAR FOR SENDING THE SOFT COPIES OF THE ANNUAL REPORT OF THE COMPANY AS REQUIRED VIDE CIRCULAR NO. 17/2011 DATED APRIL 21, 2011 AND CIRCULAR NO. 18/2011 DATED APRIL 29, 2011 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS AND TO AVAIL REMOTE E-VOTING FACILITY IN RESPECT OF THE RESOLUTIONS WHICH WOULD BE PASSED AT THE GENERAL MEETINGS OF THE COMPANY.

12. 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.

13. Members may also note that the Notice of 42nd Annual General Meeting and Annual Report for the year 2016-2017 is also available on the website of the Company www.rotoindia.co.in for their download.

14. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circular etc. from the Company electronically.

15. 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 cutoff date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be **20th September 2017.**

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.

16. 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.rotoindia.co.in

PROCESS FOR MEMBERS OPTING FOR E-VOTING

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) 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).

b) Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on 20th September 2017 (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.

c) 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.

INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER

Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

a) Click on Shareholder – Login

b) Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)

c) Click Login

1. Home page of "e-Voting" appears. Click on e-Voting-Active Voting Cycles

- Select E-Voting Event Number (EVEN) of Rotographics (India) Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period, whichever is earlier).

- Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from Saturday, 23rd September, 2017 at 9:00 am and ends on Monday, 25th September, 2017 at 5:00 pm.

- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

2. Once you have voted on the resolution, you will not be allowed to modify your vote.

d) The remote e-voting period shall commence on Saturday, 23rd September, 2017 at 9:00 am and ends on Monday, 25th September, 2017 at 5:00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 20th September 2017 (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.

e) 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 and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

f) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 20th September 2017 may obtain their USER ID and password for remote e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020 or NSDL.

g) In case of queries, you may refer the "Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members" available at the 'downloads' section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information:
Phone No. +91 22 24994600/24994738, Toll Free no. 1800222990

h) The Board of Directors has appointed Mr. Manoj Kumar Purbey of M/s. Manoj Purbey & Associates., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.

i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.

The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.rotoindia.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

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

Place: New Delhi
Date: 30th August 2017

Mohd Sagir
Company Secretary

Regd. Office: E-49/303, Dazall House,
Jawahar Park, Laxmi Nagar,
Delhi -110092
Website: www.rotoindia.co.in
Email info@rotoindia.co.in
Phone: 011-42334176, 47366600

ANNEXURE TO THE NOTICE DATED 30TH AUGUST 2017 – ITEM NO. 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	NA
Number of shares held in the company	578600	321700
Relationship with any Director(s) of the Company	Mrs. Chanchala Burman	Mr. Pratap Burman

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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:	E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi - 110092
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 42nd Annual general meeting of the company, to be held on the 26th day of September 2017 at 10:30 A.M at 26, Sunder Van, Vasant Kunj, New Delhi -110070 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 Mr. Pratap Burman, (DIN: 00595389) as Director
3	Re-appointment of Mrs. Chanchala Burman, (DIN: 00720455) as Director
4	Ratification of Statutory Auditor for FY 2017-18

Signed this..... day of..... 2017

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.

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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 42nd Annual General Meeting to be held on Tuesday, 26th September 2017,at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 10:30 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.	

ROTOGRAPHICS (INDIA) LIMITED
CIN: L74899DL1976PLC008036
Regd. Office: E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi-110092, India
Phone No.: 011-42334176, 011-47366600 Email: info@rotoindia.co.in Website: www.rotoindia.co.in

ROUTE MAP OF THE VENUE OF AGM

26, Sunder van, Vasant Kunj New Delhi 110070

