INFORMATION MEMORANDUM

OF

ROTOGRAPHICS (INDIA) LIMITED

(A Public Company incorporated as Rotographics (India) Limited on 16th January, 1976 under Companies Act, 1956)

Registered Office
E-49/303, DAZALL HOUSE, JAWAHAR PARK, LAXMI NAGAR, NEW DELHI - 110092
TELEPHONE NO:- 011- 42334176

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Contact Person: Mr. Naresh Kumar Bansal, Director

LISTING

The entire issued Share Capital i.e. 38,93,300 Equity Shares having face value of Rs. 10/- each of the Company is listed on Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Jaipur Stock Exchange Limited. Now the Company proposes to list 36,01,300 equity shares on the BSE Limited.

REGISTRAR AND SHARE TRANSFER AGENT

TOWARDS EXCELLENCE

M/S SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
1ST FLOOR, D-153A,
OKHLA INDUSTRIAL AREA,
PHASE I, NEW DELHI -110 020
CONTACT PERSON: MR. VIRENDER RANA
TEL. NO. 011 2681 2682, 83

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I. GENERAL

1. Definition and Abbreviations

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to "RGL", "the Company", "our Company" are to Rotographics (India) Limited, a company incorporated in India under the Companies Act, 1956 (the "Companies Act") with its Registered Office at E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, New Delhi–110092. Furthermore, all references to the terms "we", "us" and "our" are to Rotographics (India) Limited.

Company/ Industry related terms

Term	Description
Act/Companies Act	The Companies Act, 1956 and Companies Act, 2013 to the extent applicable including any statutory amendment or re-enactment thereof.
AGM	Annual General meeting
Articles/Articles of Association/AOA	Articles of Association of the Company
AS	Accounting Standard as issued by the Institute of Chartered Accountant of India
Auditor	M/s. J. K. Monga & Associates
Banker(s) to the Company	Syndicate Bank
Board/Board of Directors of the Company BSE	Board of Directors of our Company i.e. Rotographics (India) Limited BSE Limited
CAGR	Compound Annual Growth Rate
Capital/ Share Capital/Equity Share Capital	Equity Share Capital of the Company
CIN	Corporate Identification Number of the Company is L74899DL1976PLC008036
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depository	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DSE	Delhi Stock Exchange Limited
EU	European Union
Equity Share(s) or Share(s)	Means the equity shares of the Company having a face value of Rs. 10/- unless specified otherwise in the context thereof.
Equity Shareholder	Means a holder of equity shares.
FEMA	Foreign Exchange Management Act, 1999 and amendment thereto
Financial Year/Fiscal/FY	Period of 12 month ended on March 31 of that particular year unless stated otherwise.
GDP	Gross Domestic Product

Term	Description
Information Memorandum	This document as filed with the Stock Exchanges is known as and referred to as the Information Memorandum.
I.T. Act	The Income-tax Act, 1961, as amended from time to time, except as stated otherwise
IT Rules	The Income Tax Rules, 1962, as amended from time to time
Listing Agreement	The listing agreement to be entered into by our Company with the Stock Exchange
Memorandum/Memorandum of Association	Memorandum of Association of the Company
MFA	Multi Fiber Agreement
NTP	National Textile Policy
PMLA	The Prevention of Money Laundering Act, 2002
Promoter(s)	Mr. Pratap Burman Mrs. Chanchala Burman M/s Pratap Burman HUF M/s Flow Pack (India) Pvt. Ltd. M/s Praxton Associates Pvt. Ltd. M/s Arms Advisory Services Pvt. Ltd.
Promoter Group	Unless the context otherwise requires, refers to such person who constitute the promoter group of our Company.
Registered Office	E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, New Delhi - 110092
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
ROC	Registrar of Company, NCT of Delhi and Haryana, New Delhi
RTA	Registrar And Share Transfer Agent; M/S Skyline Financial Services Private Limited
T.P.	Transfer of Property Act, 1882
TMC	Technology Mission on Cotton
TUFS	Technology Upgradtion Fund Scheme
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended
Stock Exchange	Shall refer to the BSE Limited Where the Shares of the Company proposed to list

Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CSO	Central Statistical Organization
DIN	Director Identification Number
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto
FII(s)	Foreign Institutional Investors
Fis	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FPI(s)	Foreign Portfolio Investor
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GIR Number	General Index Registry number
GOI/ Government	Government of India
HNI	High Networth Individual
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering

Term	Description
IPR	Intellectual Property Right
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
JV	Joint Venture
Ltd.	Limited
MoU	Memorandum of Understanding
Mtr	Meters
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
Net Worth	The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSE	The National Stock Exchange of India Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
Sec.	Section
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time

Term	Description
SITP	Scheme for Integrated Textile Park
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN Taxpayers	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 (the "Depositories Act") and the rules and regulations made there under.

Notwithstanding the foregoing, terms in "Main Provisions of Articles of Association of the Company", shall have the meanings given to such terms in that section.

2. CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Financial Data

In this Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared in accordance with Generally Accepted Accounting Principle (Indian GAAP) and in accordance with the provisions of the Companies Act. Our fiscal year commences on April 1 of the immediately preceding year and ends on March 31 of that year, so all references to a particular fiscal year are to the 12 month period ended March 31 of that year. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

Industry and Market Data

Industry and Market data used throughout this Information Memorandum has been obtained from publicly available documents from various sources believed to be reliable but it has not been independently verified by us or its accuracy and completeness is not guaranteed and its reliability cannot be assured. Although we believe the industry and market data used in this Information Memorandum is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data is presented in this Information Memorandum is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no

standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Currency and Units of Presentation

All references to "Rupees" or "Rs." are to Indian Rupees, the official currency of the Republic of India. Except where specified, in this Information Memorandum, all figures have been expressed in "lacs" which means "100 thousand"; and a "crore" means "100 lacs".

3. FORWARD LOOKING STATEMENT

We have included statements in this Information Memorandum which contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward looking statements". Similarly, statements that describe our objectives, plans or goals also are forward-looking statements, actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to:

- General economic and business conditions in India and other countries;
- Regulatory changes and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion plans;
- Technological changes;
- Our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.

For further discussion of factors that could cause our actual results to differ, see the section titled "Risk Factors" of this Information Memorandum. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

We do not have any obligation to, and do not intend update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not materialize.

II. RISK FACTOR

An investment in equity securities involves a high degree of risk. Investors should carefully consider all of the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in our Equity Shares. Occurrence of any of the following risks as well as the other risks and uncertainties discussed in this Information Memorandum could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss to the investor.

A. INTERNAL RISK

1. Risks relating to business operations

The operations of the Company are subject to the assumptions in demand and supply position in terms of quantity and price of fabrics.

2. The Company's revenues may vary during any financial year

The Company's operating results may vary during any financial year depending upon a number of factors, including the size and timing of significant contract and product sales; product revenues; sales; the ability to scale up operation; termination of a major order; loss of a major customer; reduction in customer demand; success in expanding our presence and other general economic factors. As a result, revenues and operating results may fluctuate during the year and are difficult to predict. Thus, any adverse fluctuations in revenues and operating results may have an adverse impact on business, financial condition and results of operations and ability to generate profits and pay dividends. Therefore, historical financial results may not be an accurate indicator of future performance.

3. Personnel Risk

The Company's success to a large part depends on the abilities and continued services of its senior management, as well as other skilled personnel, including creative and programming personnel. The Company's senior management is particularly important to its business because of their experience and knowledge of the media industry. The loss or non-availability to the Company of any of its senior management could have significant adverse affect. The Company may also not be able to either retain its present personnel or attract additional qualified personnel as and when needed. To the extent the Company will be required to replace any of its senior management or other skilled personnel, there can be no assurance that the Company will be able to locate or employ similarly qualified persons on acceptable terms or at all.

4. Dependence on third party transportation for dispatch and delivery of our products

We use third party transportation providers for the transportation for delivery of our products to our distributors. Transportation strikes have had in the past, and could have in the future, an adverse affect on timely supplies of goods from our suppliers and deliveries of thereof to our distributors. Further, the transportation facilities engaged by us presently may not be adequate to support our existing and future operations. In addition, products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters.

5. High working capital requirements

Our business requires a significant amount of working capital to finance the purchase of fabric and payment to suppliers, before payments are received from passing on our products to our customers. As a result of expansion of our business activities, we expect our working capital requirements to increase in future. If we are unable to finance our working capital needs, duly service our debt obligations or secure other financing when needed, on acceptable commercial terms, it may adversely affect our business and growth prospects.

6. Future issuance of may adversely affect the trading price of the equity shares

Any future equity issues by Company, including in a primary offering, may lead to the dilution of promoters' shareholdings in the Company. Any future equity issues by Company or sales of equity Shares by Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.

Management Perception about the Internal Risk

The internal risk that is involved in any business is inherent and cannot be discarded in any manner. The best way of dealing with the internal risk is managing the risk by implementing the appropriate risk management system that is commensurate with the volume of business activity. The Company is involved in trading activities and much of the revenue of the Company arises from such activities. The Company adopts all such measures to reduce the risks relating to business operations such as maintenance of optimum stock by implementation of various inventory management techniques like Economic Order Quantity, ABC etc. Further Company has implemented internal control system to prevent any damage, theft or pilferage of stock.

The Company believes that human resource is most important element for success of any organization. The Company takes every step to promote feeling of belongingness among its employees and maintains a separate Human Resource department to care of concerns and well being of employees. The staff turnover in the Company is considerably less as compared to the industry. In any case, skilled and/or trained manpower is available in the market.

For financing expansion program, further issue of equity shares is something very normal and is not a risk factor at all. New capital also creates new opportunities and is aimed at increasing shareholders' worth. Any potential sale by promoters of equity is also not a risk factor.

B. EXTERNAL RISK

1. Competition from other players

With increasing number of players entering the textile industry, more specifically in trading segment, competition is ever increasing. Companies in similar businesses are eating in to each other's businesses. This may be a matter of concern if the Company does not adapt to the changing face of the Industry.

2. A slowdown in economic growth in India could cause our business to suffer

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, such as earthquakes, tsunamis, floods and drought, increases in commodity and energy prices, and protectionist efforts in other countries or various other factors. In addition, the Indian economy is in a state of economic transition. It is difficult to gauge the impact of these fundamental economic changes on our business. Any slowdown in the

Indian economy or future volatility in global commodity prices could adversely affect our business.

3. Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business.

Our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. The business of our Company, and the market price and liquidity of the Equity Shares may be affected by changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian governments have pursued policies of economic liberalisation, including significantly relaxing restrictions on the private sector. The governments have usually been multi-party coalitions with differing agendas. Any political instability could affect the rate of economic liberalisation and the specific laws and policies affecting foreign investment, and our industry in particular. Other matters affecting investment in the Equity Shares could change as well. A significant change in India's economic liberalisation and deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular, if new restrictions on the private sector are introduced or if existing restrictions are increased.

4. Increases in interest rates may affect our results of operations

Increases in interest rates will adversely affect the cost of our borrowings. We cannot assure you that we will be able to enter into interest hedging contracts or other financial arrangements on commercially reasonable terms, or that any of such agreements will protect us fully against our interest rate risk. Any increase in interest expense may have an adverse effect on our business, prospects, financial condition and results of operations.

5. After listing, the price of our equity shares may be volatile, or an active trading market for our equity shares may not develop

The prices of our equity shares may fluctuate after listing due to a wide variety of factors, including volatility in the Indian and global securities markets; our operational performance, financial results and capacity expansion; developments in India's economic liberalization and deregulation policies, particularly in the Media sector; and changes in India's laws and regulations impacting our business. There is no assurance that an active trading market for our equity shares will develop or be sustained after listing.

6. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, making travel and other services more difficult and ultimately adversely affecting our business. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

7. Restrictions on daily movements in the price of equity shares of a listed company in India, which may adversely affect a shareholder's ability to sell, or the price at which any shareholder can sell equity shares at a particular point in time.

On listing of our Equity Shares, we would be subject to a daily "circuit breaker" imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The maximum movement allowed in the price of the Equity Shares before the circuit breaker is triggered is determined by the Stock Exchange based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchange does not inform the listed company of the triggering point of the circuit breaker in effect from time to time, and may change it without the knowledge of the listed company. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding ability of investor or the price to sell Equity Shares at any particular time.

Management Perception about External risk

External risk arises due to any change in the external environment of the business like change in the polity of the country, change in economic scenario etc. These risk can be best manage by analytical study of the external environment of the business and careful observation of any change that arises or that may arise in future and designing the strategic measures that may be taken to reduce or discard the risk due such change. In a democracy, changes in Government are inevitable. However, Governments have followed the policies of liberalization and thus putting the country in a high growth zone. Significant foreign investment has also been made in the country in last two decades which is a testimony to favorable economic environment in the country. Further the Economic and trade policies framed government are also guided by some global factors therefore there is least possibility that policy designed by the government may against the liberalisation. Further the economy of the Country has been growing at approximately 5% and this is an indication of reversal of cycle of slow down and it will come to normal stage in the second half of financial year 2014-2015. There is also improvement in the interest rates. The restriction on the movement of the price of the in the equity shares of the Company is imposed by the stock to prevent any unusual movement, freak trade and volatility which is in the interest of the investor.

III – INTRODUCTION

This is only a summary. Investors should read the following summary with the Risk Factors mentioned and the more detailed information about us and our financial statements included elsewhere in this Information Memorandum

1. SUMMARY OF INDUSTRY & BUSINESS

INDUSTRY

The Indian Paper Industry accounts for about 1.6% of the world's production of paper and paperboard. The estimated turnover of the industry is Rs 35,000 crore (USD 7 billion) approximately and its contribution to the exchequer is around Rs. 3000 crore (USD 0.6 billion). The industry provides employment to more than 0.37 million people directly and 1.3 million people indirectly.

The industry was delicenced effective from July, 1997 by the Government of India; foreign participation is permissible. Most of the paper mills are in existence for a long time and hence present technologies fall in a wide spectrum ranging from oldest to the most modern. The mills use a variety of raw material viz. wood, bamboo, recycled fibre, bagasse, wheat straw, rice husk, etc.; approximately 35% are based on chemical pulp, 44% on recycled fibre and 21% on agro-residues.

The geographical spread of the industry as well as market is mainly responsible for regional balance of production and consumption. The operating capacity of the industry currently stands at 12.75 million tons. During this fiscal year, domestic production of paper and paperboard is estimated to be 10.11 million tons. As per industry guesstimates, over all paper consumption (including newsprint) has now touched 11.15 million tons and per capita consumption is pegged at 9.3 kg. Demand of paper has been hovering around 8% for some time. So far, the growth in paper industry has mirrored the growth in GDP.

India is the fastest growing market for paper globally and it presents an exciting scenario; paper consumption is poised for a big leap forward in sync with the economic growth and is estimated to touch 13.95 million tons by 2015-16. The futuristic view is that growth in paper consumption would be in multiples of GDP and hence an increase in consumption by one kg per capita would lead to an increase in demand of 1 million tons.

http://www.ipma.co.in

INDIAN PULP AND PAPER INDUSTRY – PRODUCTION

Sl. No.	Company	Production (MT)
1.	Ballarpur Industries Limited (BILT)	834050
2.	ITC Limited - PSPD	590000
3.	Tamil Nadu Newsprint & Papers Limited (TNPL)	371637
4.	The West Coast Paper Mills Limited	317808
5.	JK Paper Limited	292582
6.	The Andhra Pradesh Paper Mills Limited	258201
7.	Century Pulp & Paper	242906
8.	NR Agrawal Industries Limited	173072
9.	Seshasayee Paper & Boards Limited	169438
10.	Trident Limited	152719

Key Facts and Statistics

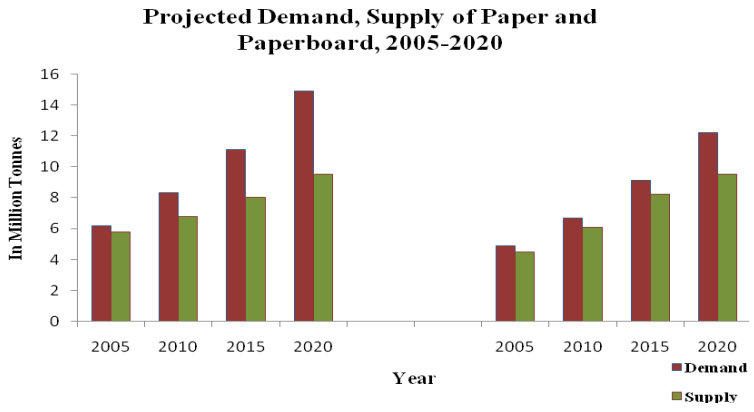
The Paper Industry plays a very prominent role in the world economies. This Industry's global annual revenue today, from over 300 million tons of products, exceeds 500 billion dollars, about one-third of which is attributable to the US Industry. The Industry's capital-intensive pulping and papermaking facilities, which cost up to 1.5 billion dollars, are designed as high tech computer-based operating systems with paper machines that run at speeds exceeding 60 miles per hour with production outputs of up to 5,00,000 tons per year. As the world's social and economic fabric has changed dramatically over the past two decades, and new globally oriented operating and competitive paradigms have emerged, the Paper Industry has been faced with real price declines for its primary products that average 0.5 to 1.0 percent per year over this twenty-year period.
(Source: The Centre for Paper Business and Industry Studies)

However, the industry experienced stable growth during the last five years and is expected to continue its growth momentum, reaching approximately US $256 billion in 2017 with a CAGR of 5.9% over the next five years (2012-2017). Paper demand has increased rapidly as China and other Asian markets have depicted significant growth. Global paper and paperboard production now stands at about 370 million tonnes. Growth is most brisk in Asia. Paper and paperboard consumption continues to grow more and more rapidly in Asia, especially in China, and Asia now accounts for almost 40% of global consumption. Europe and North America account for almost one-third of consumption. Consumption growth in the countries of Eastern Europe is also growing faster than in the established market economies. APAC is emerging as the best growth prospect in the coming years with increasing demand for paper from the pulp and paper manufacturing sector. In APAC, population growth and increasing business activity is expected to have a direct influence on the consumption of specialty paper.
(Source: Global Paper Industry 2012-2017: Trends, Profits and Forecast Analysis)

Indian paper industry needs the following for being globally more competitive.

i. Sustained availability of good quality of raw materials (forest based) and bulk import of waste paper to supplement the availability of raw materials.
ii. Adequate modernization of the manufacturing assets.
iii. Improvement of the infrastructure.
iv. Quality improvements and reduction in cost of production
v. Import policy conducive for import of material, equipment, instruments, raw materials & technologies which are bearing of the quality and environment.

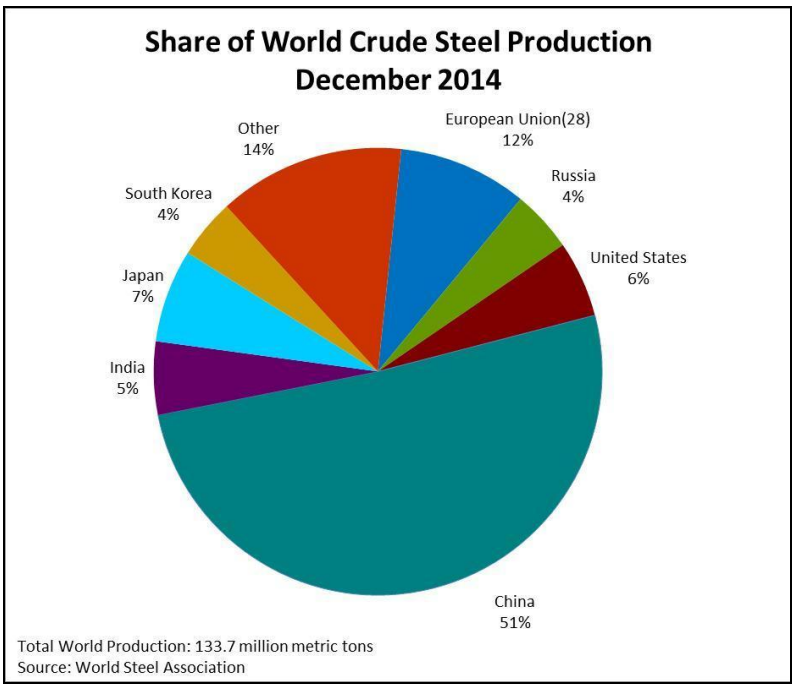
Projected Demand and Supply of Paper and Paperboard and Newsprint from 2005 to 2020



Steel Industry

India is slated to become the second-largest steel producer in the world by 2015. Steel production in the country has increased at a compound annual growth rate (CAGR) of 6.9 per cent over 2008-2012.

Increasing demand by sectors such as infrastructure, real estate and automobiles at home and abroad has put India on the world map. The construction sector accounts for around 60 per cent of the country's total steel demand while the automobile industry accounts for 15 per cent. RGL had trapped this market as well by dedicated effort of management team.



Heavy Machinery Industry

Industrial sector registered a growth of 5.8per cent for the period April-July 2011-12 as compared to 9.7per cent in the corresponding period of 2010-11.The growth in the manufacturing, mining and electricity sectors during April-July, 2011-12 over the corresponding period of 2010-11 have been 1.1 per cent, 6.0 per cent and 9.4 per cent respectively, which moved the overall growth in the General Index to 5.8 per cent.

Capital goods sector has registered a growth of 7.6 per cent during April-July 2011-12 as compared to the growth of 23.1 per cent during corresponding period of 2010-11.Consumer goods, Basic goods and intermediate goods recorded growth of 4.6 per cent, 7.9 per cent and 0.8per cent, respectively during April-July 2011-12 as compared to 10.0 per cent 5.2 per cent and 10.1 in same order.

The consumer durables sector recorded a growth of 4.2per cent in April-July 2011-12 as compared to 18.4 per cent in the corresponding period of the year 2010-11.The Consumer non-durables sector grew at 4.9 per cent during 2011-12 as compared to 3.8 per cent in 2010-11.

RGL has been recently exploring this industry as well and planning to enter this market segment by conducting proper market surveys.

2. BUSINESS OVERVIEW

RGL had established in this industry since its inception. Although paper is traditionally identified with reading and writing, communication has now been replaced by packaging as the single largest category of paper use at 41% of all paper used.

We operate as an important intermediary in the Paper Product Supply Chain whereby we purchase materials such as Kraft Paper, Duplex Board, etc. from individual paper mills and supply the same to customers in the Packaging Products Business. We operate from our Registered Office. Our Product Portfolio offers a diversified product range which includes variety of grades, thickness, widths and standards, in Kraft Papers, Duplex Boards, Boards, Coated Paper, News print Papers, Waste Papers, Reel Core, etc. according to customer specifications.

OUR STRENGTHS

Today's dynamic markets and technologies have called into question the sustainability of a competitive advantage. We believe that following principal strengths of our company would ensure our survival and help us attain a prominent position in the market:

• Diversified Variety of readily available Paper Products and diversified Customer Base

We provide a one stop shop to our clientele for their customized paper product supply needs. As a trading company, we are in a position to always provide the latest products collected in house for our customers and also conduct market expansion activities for our suppliers. Our continuous effort and belief in maintaining a healthy relationship with our suppliers ensures adequate inventory at any point. We procure stock / process and supply a diverse and multi-application range of papers and paper products to satisfy the growing requirements of customers. We procure various types of paper from Paper Mills, which are used for varied purposes including Printing, Packaging which inter-alia includes retail mono packaging boxes and shipper carton manufacturing. High end Kraft paper is used for making Paper Sacks which are used for handling exports of various products. Paper Waste is used for recycling and thereby for making new paper products. We further process them according to the customer's specifications. We are a multi-product Paper trading company with a diverse product portfolio including Kraft Paper, Duplex Board, Board, Coated Paper, News print paper, Waste Paper, Reel Core, etc. in various sizes and shapes.

• Experienced Senior Management Team

Our senior management team is experienced in the Paper and Paper Products Industry and in the application of marketing and distribution initiatives in this sector. The Promoters and the senior management team of our Company have significant industry experience and have been instrumental in the consistent growth of our Company's performance. For further details on education, experience and other details of our Promoters and our Key Managerial Personnel, please see the chapter titled "*Our Management*" beginning on page 100 of this Draft Information Memorandum. We believe that the knowledge and experience of our management team enables us to rapidly respond to market opportunities, adapt to changes in the business landscape and competitive environment and bring innovations to our business, marketing and strategy.

• Optimizing cost of operations

We expect to reduce our operating costs as a percentage of top-line via efficient implement and optimal utilization of our resources. This will be enabled by leveraging on our existing fixed costs while simultaneously increasing our business and manpower productivity. We believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions with new range of products, will enable us to penetrate into new catchment areas within these regions and optimize our efficiency. As a result of these measures, our Company will be able to increase its market share and profitability.

3. MANAGEMENT DISCUSSION ANALYSIS

INDUSTRY OVERVIEW

The Indian Paper Industry accounts for about 1.6% of the world's production of paper and paperboard. The estimated turnover of the industry is Rs 35,000 crore (USD 7 billion) approximately and its contribution to the exchequer is around Rs. 3000 crore (USD 0.6 billion). The industry provides employment to more than 0.37 million people directly and 1.3 million people indirectly. The industry was delicenced effective from July, 1997 by the Government of India; foreign participation is permissible. Most of the paper mills are in existence for a long time and hence present technologies fall in a wide spectrum ranging from oldest to the most modern. The mills use a variety of raw material viz. wood, bamboo, recycled fibre, bagasse, wheat straw, rice husk, etc.; approximately 35% are based on chemical pulp, 44% on recycled fibre and 21% on agro-residues. The geographical spread of the industry as well as market is mainly responsible for regional balance of production and consumption. The operating capacity of the industry currently stands at 12.75 million tons. During this fiscal year, domestic production of paper and paperboard is estimated to be 10.11 million tons. As per industry guesstimates, over all paper consumption (including newsprint) has now touched 11.15 million tons and per capita consumption is pegged at 9.3 kg. Demand of paper has been hovering around 8% for some time. So far, the growth in paper industry has mirrored the growth in GDP. India is the fastest growing market for paper globally and it presents an exciting scenario; paper consumption is poised for a big leap forward in sync with the economic growth and is estimated to touch 13.95 million tons by 2015-16. The futuristic view is that growth in paper consumption would be in multiples of GDP and hence an increase in consumption by one kg per capita would lead to an increase in demand of 1 million tons.

OPPORTUNITIES AND THREATS

Increased disposable income, especially among the middle class will fuel the retail boom. Our priority categories are expected to continue to witness healthy growth. The growing market and opportunities to leverage our Brand as well as distribution network represents opportunity for the Company in the Domestic market. Further continuous reduction in the inflation numbers both Whole Sale Index Price & Consumer Price Index are expected to open new avenues of growth. The prices will be affected by levy of excise duty, which is bound to hurt the consumers' pocket, and may impact the demand. Cheap imports pose additional threats for the domestic players including your Company. In the export market, while demand is expected to pick up in USA, slowdown continues in Europe which would have adverse impact on our Business. Your Company is focusing on a long term sustainable profitable business model, and expects positive growth in the coming years. At the same time, strong competition from China and Pakistan as also, other Indian Manufacturers still continues to be a threat for the Company.

Key drivers affecting

The Indian Paper Industry

EXTERNAL DRIVING FORCE	**Change in industry structure**	**Change in competitive Conduct**	**Change in industry performance**
GDP growth and increased standard of living	Industry size, consolidation and investment capacity	Foreign investments and the attractiveness of Indian markets	Global competitiveness
Development of export-led resources industry	access to raw material, recycled fibre, non-wood fibre and wood	Modernization of existing assets and capital needs	Improvement of Profitability
Growth potential in India and South-East Asia	Minimum efficient scale and asset quality	Consolidation and acquisitions as growth vehicle	Increased capital Intensity
Development of human Capital	Quality improvements and standards	Partnerships and alliances	Tax Incentives
Legislation and government regulations	Environmental considerations and standard	Management of scale and scope through networked production	Shareholder returns
Access to capital	Trade of fibre, pulp and paper products		Job creation Opportunities
Technology and process innovations driving efficiency and scale of production equipment			Improvement of paper and related products trade balance

SWOT ANALYSIS

Strengths:

Management: The real strength of the Company lies within its Management team. The Company is managed by the experienced professionals, who are well versed with each and every fact of the paper industry.

Exposure to lower Risk: The Company is in the business of trading of any kind of paper, steel, heavy machinery and fabrics therefore fully shielded from the risk of the obsoletion or damage of Machinery or any other capital asset and there is rare chance of obstruction of the operations of the Company on account of strikes by the workers as in the trading business less manpower is required.

Diversified Portfolio of products: Our Company deals in number of paper, steel, heavy machinery and fabrics products in order to satisfy the demand of various customers ranging from manufacturer, sellers and ultimate consumers, which provide competitiveness to the Company.

Weakness:

Branding: Our Company is not a well established brand among large players who have access to larger resources.

Accessibility: We do not have branches so we are unable to explore the business opportunities in other areas.

Capital requirement: Our Company is in the business of trading of paper, steel, heavy machinery and fabrics that require capital investment frequently which could be some time though manageable proved to be challenging.

Lack of Economies of Scale: As the Company is new in this business hence it lacks in economies of scale.

Opportunities:

Large Market: The players in the Paper trading sector still have a lot of scope to cover larger market and the rural markets are still untapped.

The paper industry in India is expected to grow at the CAGR of around 9.6% during 2012-2017, which will make the revenues of paper industry of India to reach up to USD 11.83 Billion by 2017. About 70% of the total installed capacity of paper production in India is accounted by Gujarat, West Bengal, Orissa, Andhra Pradesh, Karnataka and Maharashtra. Uttar Pradesh, Tamil Nadu, Haryana, Kerala, Bihar and Assam together account for about 25% of the total paper production in India.

Threats:

Tough Competition: Our Company faces tough Competition from the domestic players and players in foreign destination.

High Borrowing cost: The capital required for funding various capital and revenue expenditure could be raised through the loan. The interest rate present are expected to increase having regard to the monetary policies adopted by the reserve bank of India.

High Inflation Rate: High inflation rate may affect our profit margin.

Due to global meltdown, the consumers in the west have reduced their consumption of tradable materials. The growing awareness about ecological factors has impacted exports from developing countries due to use of polluting dyes and environment damaging manufacturing practices. The availability of cheap labour in China, Bangladesh and Vietnam is also contributing to decline in exports of tradable goods from India. The post 2005 trade regime under World Trade Organization has resulted into the enhanced competition across the globe.

Our Business Strategy & Aim

Our aim is to focus on the profitability and customer satisfaction. We also seek to create value for our shareholders by improving our profitability. We strive to achieve these goals by implementing the following key business strategies:

- Maintenance of Quality of Products in which we trade.
- Expansion of product range in which we trade.
- Increasing the presence of our Company in other states.
- The reasonable and competitive pricing mechanism.

Future Outlook

The Indian Papers industry is leading paper industry in the world in terms of capability and competiveness. The Company expects multidimensional growth in its in business in the near future. We also expect to broaden our product line and continuously striving to improve our competitiveness.

Human resources

As on date we have 4 employees. In addition to salary and allowances, we provide our employees benefits which include medical reimbursements, yearly leave and retirement benefits. Our success depends upon our ability to recruit, train and retain high quality professionals. The Management' constant focus on employee engagement and satisfaction has contributed key talents in the businesses. Creativity & dedication of all the employees represent the most precious assets of the Company. We believe the relationship between our management and our employees has been cordial.

Segment-wise or Product-wise Performance:

Our Company is mainly engaged in trading activities, which is the only business segment. Segment-wise reporting is not applicable to our Company.

Internal Control Systems and their adequacy

The Company has adequate internal control systems to ensure monitoring and controlling against unauthorized use/disposition of assets and ensuring that all the transactions are authorized, recorded and reported correctly. The Company has well documented policies, procedures and authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective business. The Company exercise periodic due diligence in order to ensure that recording and reporting are adequate and proper. The Audit Committee of the Company meets periodically to review and recommend quarterly and annual financial statements of the Company.

Outlook

With stable pulp prices, overall business situation appears to be positive. Assuming the inflation is brought under control and input prices remain at reasonable level, the domestic market is expected to continue to deliver a modest top line growth. With the continued effort on Retail Upgradation and contemporary experience, the footfall and Brand image at the Retail level would be improved. With the strengthening of Supply Chain Management, we expect to significantly reduce the cycle time from procurement to sale, strengthen the quality of the products and reduce the conversion cost. These initiatives are expected to positively influence the margins of the Business.

Risk and Concern

The Company like any other Company is exposed to the risk factors relating to the business of the Company and the industry in which it operates. The performance of your Company to a major extent depends upon the Paper Industry and therefore, it is exposed to the risk factors which are applicable to Paper Industry, like frequent change in trends, choice and preference, volatile demand swings, etc. The Company manages these risks by adherence to best practices, internal control measures and risk management systems. With today's markets continuing to experience unprecedented volatility, our Company is looking at commodity price risk management as an integral part of our strategy for managing costs and maintaining a competitive advantage. The Company is managing price risk across the value chain, from trading and supply to distribution and marketing, and implementing performance measures that are timely and relevant. Further Aggressive competitions by new players, who wish to enter the category, pose a risk of the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

4. GENERAL INFORMATION

The Company was originally incorporated on January 16,1976 under the Companies Act,1956 as "Rotographics (India) Private Limited" in the state of Delhi & Haryana which was subsequently changed to "Rotographics (India) Limited" on 19th December, 1994.

Details	Registration/Identification Number
Registration Number	008036
Corporate Identification Number (CIN)	L74899DL1976PLC008036

Registered Office:

E- 49/303, DAZALL HOUSE, JAWAHAR PARK, LAXMI NAGAR,
NEW DELHI - 110092
TELEPHONE NO.:- 011-47366600, 42334176

Present Business activities of the company

Company is currently working as Wholesale Trader of fabrics and generating 100% of revenue from the said activities.

Board of Directors

The following table sets out the details regarding our Board as on the date of the filing of this Information Memorandum:

Name and Designation	Age (Years)	Address	DIN
PRATAP BURMAN	70	C-6/60, SAFDARJUNG DEVELOPMENT AREA, NEW DELHI, 110016, Delhi, INDIA	00595389
NARESH KUMAR BANSAL	58	I-155A, SECTOR-22,, NOIDA, 201301, Uttar Pradesh, INDIA	00681525
CHANCHALA BURMAN	68	C-6/60, SAFDARJUNG DEVELOPMENT AREA, NEW DELHI, 110016, Delhi, INDIA	00720455
BAPI KARMAKAR	41	A-2,2077 MADANPUR KHADAR, NEW DELHI, 110076, Delhi, INDIA	02404342
ANIL KUMAR	36	S-617 SCHOOL BLOCK SHAKARPUR DELHI, DELHI, 110092, Delhi, INDIA	06940017
ARUN BHATIA	64	11/20, WEST PATEL NAGAR, NEW DELHI, 110008, Delhi	00465892

Registrar to the Company

Skyline Financial Services Private Limited
D 153A, Ist Floor, Okhla Industrial Area, Phase- I
New Delhi– 110020
Tel: 011 26812682
Website: http://www.skylinerta.com
E-mail: info@skylinerta.com
Contact person: Mr. Virender Rana

Auditor to the Company

J K Monga & Associates
G-8, PRATAP BHAWAN, BAHADUR
SHAH ZAFAR MARG,
NEW DELHI, INDIA- 110002
Tel No. 011 4058 7607
Email: jkmonga@hotmail.com
Contact Person - Jayant K Monga

Banker to the Company

SYNDICATE BANK
C-34, 1st Floor, DDA office Cum
Shopping Complex, Opp Moolchand Hospital,
Lajpat Nagar, New Delhi-110024
Tel No. (011) - 24611843

Compliance Officer

Mr. MOHD SAGIR is the Company Secretary & Compliance Officer of the Company. (Investors can contact the Compliance Officer and Registrar & Share Transfer Agent in case of transfer,

transmission, conversion, endorsement, consolidation, splitting of shares, issue of duplicate certificate or any other related problem.)

Now the Equity Shares of the Company i.e. Rotographics (India) Limited, shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of listing criteria of BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable, to BSE for making the said Information Memorandum available to public through their website viz. www.bseindia.com. The information memorandum shall also be available at the site of our Company www.rotoindia.co.in

Prohibition by SEBI

The Company, its Directors, its Promoters, other companies promoted by the Promoters and companies with which the Company's Directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause of BSE

As required, a copy of this Information Memorandum is being submitted to BSE. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE;
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of this Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for listing and permission to deal in and for an official quotation of the Equity Shares of the Company.

Demat Credit

The Company has executed Agreements with National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for dematerialization of its securities.

Dematerialization of Shares

Tripartite agreements have been signed between the Company, the Registrar & Share Transfer Agent and CDSL & NSDL. The ISIN allotted to the Company by NSDL and CDSL for fully paid up shares is INE364S01014.

5. SUMMARY OF FINANCIAL INFORMATION

Statement of Assets and Liabilities as on 31st March 2015, 2014, 2013, 2012, 2011, 2010 is as follows:

(Amount in Rs.)

Particulars	For the Financial Year Ended				
	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
	Amount	Amount	Amount	Amount	Amount
A. EQUITY AND LIABILITIES					
1. Shareholders' funds					
(a) Share capital	3,74,73,000	3,74,73,000	3,74,73,000	3,74,73,000	3,74,73,000
(b) Reserves and surplus	-22,42,312	-23,32,238	-24,03,112	-24,75,189	-25,48,809
	3,52,30,688	**3,51,40,762**	**3,50,69,888**	**3,49,97,811**	**3,49,24,191**
2. Non-current liabilities					
(a) long-term liabilities	6,80,000	8,45,000	9,45,000	9,45,000	9,45,000
(b) Deferred Tax Liabilities(net)	1,60,905	1,60,850	1,60,509	1,59,786	1,58,585
	8,40,905	**10,05,850**	**11,05,509**	**11,04,786**	**11,03,585**
3. Current liabilities					
(a) Trade payables	4,78,992	4,48,992	3,16,412	56,17,183	-
(b) Other current liabilities	27,07,200	27,06,000	27,07,200	27,06,000	78,54,085
(c) Short-term provisions	95,514	1,05,654	3,31,054	3,40,195	43,575
	32,81,706	**32,60,646**	**33,54,666**	**86,63,378**	**78,97,660**
TOTAL	**3,93,53,299**	**3,94,07,258**	**3,95,30,063**	**4,47,65,975**	**4,39,25,436**
B. ASSETS					
1. Non-current assets					
(a) Fixed assets					
(i) Tangible assets	3,71,930	4,32,024	5,01,828	7,57,671	8,51,855
(b) Non-current Investments	15,971	15,971	15,971	15,971	15,971
	3,87,901	**4,47,995**	**5,17,799**	**7,73,642**	**8,67,826**
2. Current assets					
(a) Inventories	2,34,000	1,23,120	63,337	63,337	2,56,837
(b) Trade receivables	4,64,840	5,67,194	6,94,464	55,84,316	36,54,234
(c) Cash and cash equivalents	12,85,938	11,18,902	9,13,788	34,07,971	42,47,598
(d) Short-term loans and advances	3,69,80,620	3,71,50,047	3,73,40,674	3,49,36,709	3,48,98,941
	3,89,65,398	**3,89,59,263**	**3,90,12,263**	**4,39,92,333**	**4,30,57,610**
TOTAL	**3,93,53,299**	**3,94,07,258**	**3,95,30,063**	**4,47,65,975**	**4,39,25,436**

Statement of Profit & Loss for the Financial Years ending 31st March 2015, 2014, 2013, 2012 and 2011, is as follows:

Particulars	For the Financial Year Ended				
	31.03.2015	**31.03.2014**	**31.03.2013**	**31.03.2012**	**31.03.2011**
		Amount	**Amount**	**Amount**	**Amount**
1. REVENUE					
(a) Revenue from operations	75,09,908	1,02,18,986	93,97,863	1,55,12,075	17,349,820.31
2. TOTAL REVENUE	**75,09,908**	**1,02,18,986**	**93,97,863**	**1,55,12,075**	**17,349,820.31**
3. EXPENSES					
(a) Purchases of stock-in-trade	66,42,692	93,02,236	86,06,252	1,43,59,956	1,64,07,207.00
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-1,10,880	-59,783	-	1,93,500	-256837.00
(c) Employee benefits expense	3,17,914	4,44,754	3,03,482	4,24,495	6,21,873.60
(e) Depreciation and amortisation expense	60,094	69,804	81,083	94,184	1,09,401.81
(f) Other expenses	4,70,108	3,59,360	3,02,247	3,33,368	3,64,760.40
TOTAL EXPENSES	**73,79,928**	**1,01,16,371**	**92,93,064**	**1,54,05,504**	**1,72,46,405.81**
4. Profit / (Loss) before exceptional and extraordinary items and tax (3-4)	**1,29,981**	**1,02,615**	**1,04,799**	**1,06,572**	**1,03,414.50**
5. Exceptional items		-	-	-	-
6. Profit / (Loss) before extraordinary items and tax (5 - 6)	**1,29,981**	**1,02,615**	**1,04,799**	**1,06,572**	**1,03,414.50**
7. Extraordinary items		-	-	-	-
8. Profit / (Loss) before tax (7 - 8)	**1,29,981**	**1,02,615**	**1,04,799**	**1,06,572**	**1,03,414.50**
9. Tax expense:					
(a) Current tax expense for current year	40,000	31,400	32,000	31,750	-
(b) Deferred tax	55	341	722	1,202	-1,845.98
	40,055	**31,741**	**32,722**	**32,952**	-1,845.98
10. Profit / (Loss) operations (9 - 10)	**89,926**	**70,874**	**72,077**	**73,620**	**1,01,568.52**
11. Earnings per share (of 10/- each):	0.02	0.02	0.02	0.02	0.02
(a) Basic		-	-	-	-
(b) Diluted					

Cash Flow Statement for the Year Ended 2015, 2014, 2013, 2012, and 2011 is as follows:

		2015	2014	2013	2012	2011
A.	Cash flow from operating activities					
	Net profit/(loss) before tax and extra ordinary items adjusted for	89,926	70,874	72,077	73,620	1,01,569
	Income tax	40,000	31,400	32,000	31,750	43,575
	Frienge Benefit Tax		-	-	-	-
	Depreciation	60,094	69,804	81,083	94,184	1,09,402
	Lease Charges Received	-	-	-	-	-
	Interest Received	-	-	(698)	(13,213)	(1,68,640)
	Profit on Sale of Asset	-	-	-	-	-
	Income Tax of earlier years	-	-	-	-	-
	Commission Received	-	-	-	-	-
	Operating profit before working capital changes	**1,90,020**	**1,72,078**	**1,84,462**	**1,86,341**	**85,905**
	Adjustment for changes in					
	Trade Receivables	1,02,354	1,27,270	48,89,852	(19,30,083)	(9,61,203)
	Loan & Advances	1,69,427	1,90,627	(22,29,205)	(37,768)	(35,97,036)
	Inventories	(1,10,800)	(59,783)	-	1,93,500	(2,56,837)
	Trade payables	21,600	(94,019)	(53,08,712)	7,65,718	19,40,819
	Cash generated from Operations	3,71,981	3,36,173	(24,63,603)	(8,22,292)	(27,88,352)
	Income tax	(40,000)	(31,400)	(32,000)	(31,750)	(43,575)
	Frienge Benefit Tax	-	-	-	-	-
	Interest	-	-	698	13,213	1,68,540
	Cash flow before extra ordinary items	**3,31,981**	**3,04,773**	**(24,94,905)**	**(8,40,829)**	**(26,63,387)**
	Extra ordinary items	55	341.00	722.00	1,202.00	-
	Net cash from operating activities	**3,32,036**	**3,05,114**	**(24,94,183)**	**(8,39,627)**	**(26,63,387)**
B.	Cash flow from investing activities					
	Investments	-	-	-	-	-
	Sales of fixed assets (net)	-	-	-	-	-
	Net cash used in investing activities	-	-	-	-	-
C.	Cash flow from financing activities					
	Proceeds from issue of share capital	-	-	-	-	-
	Proceeds from short term borrowings	-	-	-	-	-
	Decrease from long term borrowings	(1,65,000)	(1,00,000)	-	-	-
	Net cash used in financing activities	(1,65,000)	(1,00,000)	-	-	-
	Net increase in cash & cash equivalents (A + B + C)	1,67,036	2,05,114	(24,94,183)	(8,39,627)	(26,63,387)
	Cash & Cash equivalents as at 1st April, (Opening Balance)	11,18,902	9,13,788	34,07,971	42,47,598	69,10,885
	Cash & Cash equivalent as at 31st March, (Closing Balance)	**12,85,938**	**11,18,902**	**9,13,788**	**34,07,971**	**42,47,598**

Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence

No dividend and cash bonuses has been paid during the last 10 years

Details of outstanding convertible instruments including warrants pending conversion

There is no Outstanding Convertible instruments including warrants pending for conversion

Capital Structure

Our Share Capital as on the date of this Information Memorandum is set forth below:

Sr. No.	Particulars	Aggregate at Face Value
A.	Authorized share capital	
	50,00,000 Equity Shares of Rs. 10/- each.	5,00,00,000
B.	Issued share capital	
	38,93,300 Equity Shares of Rs. 10/- each	3,89,33,000
C.	Subscribed share Capital	
	38,93,300 Equity Shares of Rs. 10/- each	3,89,33,000
D.	Paid up share Capital (fully paid up)	
	36,01,300 Equity Shares of Rs. 10/- each	3,60,13,000

Forfeited shares amounted to Rs.14,60,000/- (2,92,000 shares @Rs. 5/- each forfeited w.e.f 04.03.2016)

6. CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchanges and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our board has 6 Directors out of which 3 are Executive Director and 3 are Non-Executive and Independent Directors and a woman director who was appointed as additional director in the category of Promoter. The composition of the Board is in conformity with regulation 17 of the securities and exchange board of India (listing obligations and Disclosure requirements) regulations, 2015.

The following committees have been formed in compliance with the Corporate Governance norms:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee

AUDIT COMMITTEE

The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

I. Terms of reference

i. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

ii. Recommending the appointment and removal of statutory and internal Auditors (whenever required), fixation of audit fee and also approval for payment for any other services.

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv. Reviewing with Management the quarterly/half yearly and the annual financial statements before submission to the Board, focusing primarily on:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section134 (5) of the Companies Act, 2013.
- Any Change in accounting policies and practices.
- Major accounting entries based on exercise of judgement by management.
- The going concern assumption.
- Compliance with accounting standards.
- Compliance of legal requirement concerning financial statements.
- Any related party transactions.

v. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.

vi. Reviewing with the management, the quarterly financial statements before submission to the board for approval.

vii. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.

viii. Discussion on internal Auditors significant findings and follow up there on.

ix. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

x. Discussion with Statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.

xi. Reviewing the Company's financial and risk management policies.

xii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

II. Composition:

The Audit Committee shall comprise of Three (3) members, and one (1) Secretary,

Name	Status	Category
Mr. Naresh Kumar Bansal	Chairman	Non Executive ,Independent Director
Mr. Bapi Karmakar	Member	Executive ,Independent Director
Mr. Anil Kumar	Member	Non Executive ,Independent Director
Mr. Mohd Sagir	Secretary	Secretary

Audit Committee to inter alia look in to the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

NOMINATION AND REMUNERATION COMMITTEE

Company has reconstituted as Nomination and remuneration Committee on 29.12.2015 comprising 3 members

The terms of reference of the committee are as follows:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b. Formulation of criteria for evaluation of Independent Directors and the Board;

c. Devising a policy on Board diversity;

d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

The details of the composition of the Remuneration Committee are as under:

Name	Status	Category
Mr. Naresh Kumar Bansal	Chairman	Non Executive ,Independent Director
Mr. Anil Kumar	Member	Non Executive ,Independent Director
Mr. Arun Bhatia	Member	Non Executive ,Non Independent Director

STAKEHOLDER RELATIONSHIP COMMITTEE

Company recently reconstituted the Existing Shareholders/Investors Grievances/Share Transfer Committees of the Company into Stakeholders relationship Committee in the board meeting held on 29.12.2015

The main purpose of reconstituting into one stakeholder relationship committee for better look into all the matter related to Shareholders, debenture holders and other security holders like mechanism of Redressal of grievances of shareholders, Share Transfer/ transmission matter and others at one place.

I. Terms of reference

1. To consider and review the queries/complaints received from Share/ Debenture Holders.
2. To consider and review the request received for share transfer and transmission.
3. To take steps to redress queries/ complaints and ensure speedy satisfaction to shareholders/ investors.
4. To work under the control & supervision of the Board of Directors.

II. Composition

The Stakeholders relationship Committee comprises of three members as follows.

Name	Status	Category
Mr. Naresh Kumar Bansal	Chairman	Non Executive- Independent Director
Mr. Pratap Burman	Member	Executive Director- Non Independent Director
Mr. Bapi Karmakar	Member	Executive - Independent Director

III. Role and Function of Stakeholders Relationship Committee

a. Transfer/Transmission of shares
b. Issue of Duplicate Share Certificates
c. Review of Share dematerialization and rematerialization.
d. Monitoring the expeditious Redressal of Investor Grievances
e. Monitoring the performance of company's Registrar & Transfer Agent.
f. The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends
g. All other matters related to the shares.

7. SHAREHOLDING PATTERN OF OUR COMPANY

Shareholding Pattern as on 18th March 2016(Post forfeiture)

Name of Listed Entity: Rotographics (India) Limited			
Scrip Code/ Name of the Scrip/ Class of Security:			
As on 18th March 2016(Post forfeiture)			
Declaration			
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?	Yes*	
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No*
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No*
4	Whether the Listed Entity has any shares in locked-in?		No*
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No*
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		

Name of the Company: Rotographics (India) Limited	
Scrip Code :	as on 18th March 2016

Table I - Summary Statement holding of specified securities

Cate-gory	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	Class eg: X	Total		(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter and Promoter Group	6	1840300	0	0	1840300	51.1	1840300	1840300	51.1	0	0	0		0		1840300
(B)	Public	504	1761000	0	0	1761000	48.9	1761000	1761000	48.9	0	0	0		0		1064900
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0		0		0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0		0		0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0		0		0
	Total	510	3601300	0	0	3601300	100	3601300	3601300	100	0	0	0		0		2905200

Name of the Company: Rotographics (India) Limited

Scrip Code : | as on 18th March 2016

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Total								
1	**Indian**																	
(a)	**Individuals/Hindu undivided Family**		**3**	**946600**	**0**	**0**	**946600**	**26.28**	**946600**	**946600**	**26.28**	**0**	**0**	**0**	**0**	**0**	**0**	**946600**
	PRATAP BURMAN	AEDPB0195C		578600	0	0	578600	16.07	578600	578600	16.07	0	0	0	0	0	0	578600
	CHANCHALA BURMAN	AEDPB0193E		321700	0	0	321700	8.93	321700	321700	8.93	0	0	0	0	0	0	321700
	PRATAP BURMAN HUF	AEDPB0195C		46300	0	0	46300	1.28	46300	46300	1.28	0	0	0	0	0	0	46300
(b)	**Central Government/ State Government(s)**		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(C)	**Financial Institutions/ Banks**		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(d)	**Any Other (Bodies Corporates)**		**3**	**893700**	**0**	**0**	**893700**	**24.82**	**893700**	**893700**	**24.82**	**0**	**0**	**0**	**0**	**0**	**0**	**893700**
	PRAXTON ASSOCIATES PVT LTD	AAACP5232A		408700	0	0	408700	11.35	408700	408700	11.35	0	0	0	0	0	0	408700
	FLOW PACK (INDIA) PVT.LTD	AAACF6199E		296600	0	0	296600	8.24	296600	296600	8.24	0	0	0	0	0	0	296600
	ARMS ADVISORY SERVICES PVT LTD	AAACA6495Q		188400	0	0	188400	5.23	188400	188400	5.23	0	0	0	0	0	0	188400
	Sub-Total (A)(1)		**6**	**1840300**	**0**	**0**	**1840300**	**51.1**	**1840300**	**1840300**	**51.1**	**0**	**0**	**0**		**0**		**1840300**

Name of the Company: Rotographics (India) Limited																			
Scrip Code :								as on 18th March 2016											
2	Foreign																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		6	1840300	0	0	1840300	51.1	1840300	1840300	51.1	0	0	0		0		1840300	

Name of the Company: Rotographics (India) Limited	
Scrip Code :	as on 18th March 2016

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Total								
1	Institutions																	
(a)	Mutual Funds/		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0		0		0
2	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0		0		0
3	Non-institutions																	
(a)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs		446	145600	0	0	145600	4.04	145600	145600	4.04	0	0	0		0		14500
	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs		6	402000	0	0	402000	11.16	402000	402000	11.16	0	0	0		0		52000
	PRADEEP NARAIN	ABDPN8574A		100000	0	0	100000	2.78	110000	110000	2.78	0	0	0	0	0	0	0
	KAJOL GHOSH	AIUPG2087R		95000	0	0	95000	2.64	95000	95000	2.64	0	0	0	0	0	0	0

Name of the Company: Rotographics (India) Limited																		
Scrip Code :								as on 18th March 2016										
	RABINDRA NATH DAS	AGUPD3069Q		95000	0	0	95000	2.64	95000	95000	2.64	0	0	0	0	0	0	0
	RAJIV BHATIA	AALPB6597N		52000	0	0	52000	1.44	52000	52000	1.44	0	0	0	0	0	0	52000
(b)	**NBFCs registered with RBI**		**2**	**544500**	**0**	**0**	**544500**	**15.12**	**544500**	**544500**	**15.12**	**0**	**0**	**0**		**0**		**544500**
	KAPIVAR FINLEASE PRIVATE LIMITED	AAACK8234D		158000	0	0	158000	4.39	158000	158000	4.39	0	0	0		0		158000
	AGBROS FINCAP PRIVATE LIMITED	AAACA2076R		386500	0	0	386500	10.73	386500	386500	10.73	0	0	0		0		386500
(C)	**Employee Trusts**		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**		**0**		**0**
(d)	**Overseas Depositories (holding DRs) (balancing figure)**		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**		**0**		**0**
(e)	**Any Other (Bodies Corporate)**		**8**	**599800**	**0**	**0**	**599800**	**16.66**	**599800**	**599800**	**16.66**	**0**	**0**	**0**	**0**	**0**	**0**	**453900**
	HIMGIRI FINVEST PVT. LTD.	AAACH5232Q		264000	0	0	264000	7.33	264000	264000	7.33	0	0	0	0	0	0	263900
	S.S. INFOSOLUTIONS PVT. LTD.	AAJCS9759C		190000	0	0	190000	5.28	190000	190000	5.28	0	0	0	0	0	0	190000
	HARIPUR ESTATES PRIVATE LTD	AAACH0504P		110800	0	0	110800	3.07	110800	110800	3.07	0	0	0	0	0	0	0
(f)	**Any Other (Individuals (Non-residents Individuals/Foreign Individuals)**		**42**	**69100**	**0**	**0**	**69100**	**1.92**	**69100**	**69100**	**1.92**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Sub-Total (B)(3)		**504**	**1761000**	**0**	**0**	**1761000**	**48.9**	**1761000**	**1761000**	**48.9**	**0**	**0**	**0**		**0**		**1064900**
	Total Public *Shareholding (B)= (B)(1)+(B)(2)+(B)(3)*		**504**	**1761000**	**0**	**0**	**1761000**	**48.9**	**1761000**	**1761000**	**48.9**	**0**	**0**	**0**		**0**		**1064900**

Name of the Company: Rotographics (India) Limited	
Scrip Code :	as on 18th March 2016

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (Not applicable) (XIV)
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (Not applicable)	As a % of total Shares held (Not applicable)	
									Class X	Total								
1	**Custodian/DR Holder**																	
(a)	Name of DR Holder (if available)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2	**Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)**																	
(a)	Name (abc...		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**		**0**		**0**

Shareholding Pattern as on 31st December 2015

Name of Listed Entity: Rotographics (India) Limited			
Scrip Code/ Name of the Scrip/ Class of Security:			
Quarter ended: 31st December 2015			
Declaration			
	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?	Yes*	
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No*
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No*
4	Whether the Listed Entity has any shares in locked-in?		No*
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No*
	* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.		

Name of the Company: Rotographics (India) Limited	
Scrip Code :	Quarter ended: 31st December 2015

Table I - Summary Statement holding of specified securities

Cate-gory	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter and Promoter Group	6	1840300	0	0	1840300	47.27	1840300	1840300	47.27	0	0	0	0	0	0	1840200
(B)	Public	504	1761000	292000	0	2053000	52.73	2053000	2053000	52.73	0	0	0	0	0	0	1064900
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	510	3601300	292000	0	3893300	100	3893300	3893300	100	0	0	0	0	0	0	2905100

Name of the Company: Rotographics (India) Limited

Scrip Code :

Quarter ended: 31st December 2015

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Total								
1	Indian																	
(a)	Individuals/Hindu undivided Family		3	946600	0	0	946600	24.31	946600	946600	24.31	0	0	0	0	0	0	946600
	PRATAP BURMAN	AEDPB0195C		578600	0	0	578600	14.86	578600	578600	14.86	0	0	0	0	0	0	578600
	CHANCHALA BURMAN	AEDPB0193E		321700	0	0	321700	8.26	321700	321700	8.26	0	0	0	0	0	0	321700
	PRATAP BURMAN HUF	AEDPB0195C		46300	0	0	46300	1.19	46300	46300	1.19	0	0	0	0	0	0	46300
(b)	Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (Bodies Corporates)		3	893700	0	0	893700	22.96	893700	893700	22.96	0	0	0	0	0	0	893600
	PRAXTON ASSOCIATES PVT	AAACP5232A		408700	0	0	408700	10.5	408700	408700	10.5	0	0	0	0	0	0	408600
	FLOW PACK (INDIA) PVT.LTD	AAACF6199E		296600	0	0	296600	7.62	296600	296600	7.62	0	0	0	0	0	0	296600
	ARMS ADVISORY SERVICES PVT LTD	AAACP5232A		188400	0	0	188400	4.84	188400	188400	4.84	0	0	0	0	0	0	188400
	Sub-Total (A)(1)		6	1840300	0	0	1840300	47.27	1840300	1840300	47.27	0	0	0		0		1840200

Name of the Company: Rotographics (India) Limited																			
Scrip Code :								Quarter ended: 31st December 2015											
2	**Foreign**																		
(a)	**Individuals (Non-Resident Individuals/** Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		6	1840300	0	0	1840300	47.27	1840300	1840300	47.27	0	0	0		0		1840200	

Name of the Company: Rotographics (India) Limited	
Scrip Code :	Quarter ended: 31st December 2015

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Total								
1	Institutions																	
(a)	Mutual Funds/		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3	Non-institutions																	
(a)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs		442	328400	0	0	328400	8.44	328400	328400	8.44	0	0	0	0	0	0	14500
	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs		10	511200	0	0	511200	13.13	511200	511200	13.13	0	0	0	0	0	0	52000
	PRADEEP NARAIN	ABDPN8574A		110000	0	0	110000	2.86	110000	110000	2.86	0	0	0	0	0	0	0
	KAJOL GHOSH	AIUPG2087R		95000	0	0	95000	2.44	95000	95000	2.44	0	0	0	0	0	0	0

Name of the Company: Rotographics (India) Limited																				
Scrip Code :								Quarter ended: 31st December 2015												
	RABINDRA NATH DAS	AGUPD3069Q		95000		0	95000	2.44	95000	95000	2.44	0	0	0	0	0	0	0	
	RAJIV BHATIA	AALPB6597N		52000	0	0	52000	1.34	52000	52000	1.34	0	0	0	0	0	0	52000	
(b)	**NBFCs** registered with RBI		2	544500	0	0	544500	13.98	544500	544500	13.98	0	0	0		0		544500	
	KAPIVAR FINLEASE PRIVATE LIMITED	AAACK8234D		158000	0	0	158000	4.06	158000	158000	4.06	0	0	0		0		158000	
	AGBROS FINCAP PRIVATE LIMITED	AAACA2076R		386500	0	0	386500	9.93	386500	386500	9.93	0	0	0		0		386500	
(C)	**Employee Trusts**		0	0	0	0	0	0	0	0	0	0	0	0		0		0	
(d)	**Overseas Depositories (holding DRs) (balancing figure)**		0	0	0	0	0	0	0	0	0	0	0	0		0		0	
(e)	Any Other (Bodies Corporate)		8	599800	0	0	599800	15.41	599800	599800	15.41	0	0	0	0	0	0	453900	
	HIMGIRI FINVEST PVT. LTD.	AAACH5232Q		264000	0	0	264000	6.78	264000	264000	6.78	0	0	0	0	0	0	263900	
	S.S. INFOSOLUTIONS PVT. LTD.	AAJCS9759C		190000	0	0	190000	4.88	190000	190000	4.88	0	0	0	0	0	0	190000	
	HARIPUR ESTATES PRIVATE LTD	AAACH0504P		110800	0	0	110800	2.85	110800	110800	2.85	0	0	0	0	0	0	0	
(f)	**Any Other (Individuals (Non-residents Individuals/Foreign Individuals)**		42	69100	0	0	69100	1.77	69100	69100	1.77	0	0	0	0	0	0	0	
	Sub-Total (B)(3)		504	2053000	0	0	2053000	52.73	2053000	2053000	52.73	0	0	0		0		1064900	
	Total Public *Shareholding (B)= (B)(1)+(B)(2)+(B)(3)*		504	2053000	0	0	2053000	52.73	2053000	2053000	52.73	0	0	0		0		1064900	

Name of the Company: Rotographics (India) Limited	
Scrip Code :	Quarter ended: 31st December 2015

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (Not applicable) (XIV)
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (Not applicable)	As a % of total Shares held (Not applicable)	
									Class X	Total								
1	**Custodian/DR Holder**																	
(a)	Name of DR Holder (if available)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2	**Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)**																	
(a)	Name (abc...		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**		**0**		**0**

Shareholding Pattern as 30th September 2015

Share Holding Pattern Introductory sub-table (I)(a)			
Name of the Company: ROTOGRAPHICS (INDIA) LIMITED			
Scrip Code, Name of the scrip, class of security:			
As On: 30.09.2015			
Partly paid-up shares:-	**No. of partly paid-up shares**	**As a % of total no. of partly paid-up shares**	**As a % of total no. of shares of the company**
Held by promoter/promoter group	0	0.00	0.00
Held by public	292000	100.00	7.50
Total – D	**292000**	100.00	7.50

Outstanding convertible securities:-	**No. of outstanding securities**	**As a % of total no. of outstanding convertible securities**	**As a % of total no. of shares of the company, assuming full conversion of the convertible securities**
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total – E	0	0.00	0.00
Warrants:-	**No. of warrants**	**As a % of total no. of warrants**	**As a % of total no. of shares of the company, assuming full conversion of warrants**
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total – F	0	0.00	0.00
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities			

			Table (I)(a)					
Category code	**Category of Shareholder**	**Number of Shareholders**	**Total number of shares**	**Number of shares held in dematerialized form**	**Total shareholding as a percentage of total number of shares**		**Shares Pledged or otherwise encumbered**	
					As a percentage of(A+B)[1]	**As a percentage of (A+B+C)**	**Number of shares**	**As a percentage**
(I)	*(II)*	*(III)*	*(IV)*	*(V)*	*(VI)*	*(VII)*	*(VIII)*	*(IX)= (VIII)/(IV) *100*
(A)	**Shareholding of Promoter and Promoter Group**							
1	**Indian**							
(a)	Individuals/ Hindu Undivided Family	3	946600	0	24.31	24.31	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
I	Bodies Corporate	3	893700	0	22.96	22.96	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	**6**	**1840300**	**0**	**47.27**	**47.27**	**0**	**0.00**
2	**Foreign**							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
B	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
C	Institutions	0	0	0	0.00	0.00	0	0.00
D	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
E	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(2)	**0**	**0**	**0**	**0.00**	**0.00**	**0**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**6**	**1840300**	**0**	**47.27**	**47.27**	**0**	**0.00**
(B)	**Public shareholding**							
1	**Institutions**							
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0.00
(b)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
I	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00

(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(i)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (B)(1)	**0**	**0**	**0**	**0.00**	**0.00**	**0**	**0.00**
B 2	**Non-institutions**							
(a)	Bodies Corporate	10	1144300	0	29.39	29.39	0	0.00
(b)	Individuals							
I	shareholders holding nominal share capital up to Rs 1 lakh	434	278600	0	7.16	7.16	0	0.00
II	shareholders holding nominal share capital in excess of Rs. 1 lakh.	12	561000	0	14.41	14.41	0	0.00
I	Individuals (Non-Resident Individuals /Foreign Individuals)	42	69100	0	1.77	1.77	0	0.00
(c-i)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
(C-ii)	FIRM	0	0	0	0.00	0.00	0	0.00
(C-iii)	TRUST	0	0	0	0.00	0.00	0	0.00
	Sub-Total (B)(2)	**498**	**2053000**	**0**	**52.73**	**52.73**	**0**	**0.00**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**498**	**2053000**	**0**	**52.73**	**52.73**	**0**	**0.00**
	TOTAL (A)+(B)	**504**	**3893300**	**0**	**100.00**	**100.00**	**0**	**0.00**
I	**Shares held by Custodians and against which Depository Receipts have been issued**	0	0	0	0	0.00	0	0.00
	Sub-Total (C)	**0**	**0**	**0**	**0**	**0.00**	**0**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**504**	**3893300**	**0**	**100.00**	**100.00**	**0**	**0.00**

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of shares held	As a % of grand total (A) +(B) +(C)	No.	As a percentage	As a % of grand total (A)+(B)+ (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III) *100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1.	PRATAP BURMAN	578600	14.86	0	0	0	0	0	0	0	578600
2	CHANCHALA BURMAN	321700	8.26	0	0	0	0	0	0	0	321700
3	M/S PRATAP BURMAN HUF	46300	1.19	0	0	0	0	0	0	0	46300
4	M/S FLOW PACK (INDIA) PVT.LTD	296600	7.62	0	0	0	0	0	0	0	296600
5	M/S PRAXTON ASSOCIATES PVT LTD	408700	10.5	0	0	0	0	0	0	0	408700
6	ARMS ADVISORY SERVICES PVT LTD	188400	4.84	0	0	0	0	0	0	0	188400
TOTAL		**1840300**	**47.27**	**0**	**0.00**	**0.00**	**0**	**0.00**	**0**	**0.00**	**1840300**

(I)I(i) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	No. of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	M/S HIMGIRI FINVEST PVT. LTD	264000	6.78	0	0	0	0	264000
2	HARIPURI ESTATES PVT. LTD	110800	2.85	0	0	0	0	110800
3	KAPIVAR FINLEASE PVT. LTD	158000	4.06	0	0	0	0	158000
4	M/S AGBROS FINCAP PVT. LTD	386500	9.93	0	0	0	0	386500
5	S S INFOSOLUTION PVT LTD	190000	4.88	0	0	0	0	190000
6	RAJEEV BHATIA	52000	1.34	0	0	0	0	52000
7	PRADEEP NARIAN	110000	2.830	0	0	0	0	110000
8	KAJOL GHOSH	95000	2.44	0	0	0	0	95000
9	RABINDRA NATH DAS	95000	2.44	0	0	0	0	95000
	TOTAL	**1461300**	**37.53**	**0**	**0.00**	**0**	**0.00**	**1461300**

(I)I(ii) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	TOTAL	**NIL**	**NIL**

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
TOTAL		**NIL**	**NIL**	**NIL**

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
TOTAL		**NIL**	**NIL**	**NIL**

On the date of this Information Memorandum, there are no outstanding convertible instruments including warrants that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares.

No payment, direct, indirect in the nature of brokerage, discount, commission, and allowance, or other special terms including an option for the issue of any kind of securities has been made either by us or by our Promoters to any person.

8. SHARE CAPITAL HISTORY & STRUCTURE

Our Share Capital as on the date of this Information Memorandum is set forth below:

Sr. No.	Particulars	Aggregate at Face Value
A.	Authorized share capital	
	50,00,000 Equity Shares of Rs. 10/- each.	5,00,00,000
B.	Issued share capital	
	38,93,300 Equity Shares of Rs. 10/- each	3,89,33,000
C.	Subscribed share Capital	
	38,93,300 Equity Shares of Rs. 10/- each	3,89,33,000
D.	Paid up share Capital (fully paid up)	
	36,01,300 Equity Shares of Rs. 10/- each	3,60,13,000

Forfeited shares amounted to Rs.14,60,000/- (2,92,000 shares @Rs. 5/- each forfeited w.e.f 04.03.2016)

NOTES TO CAPITAL STRUCTURE

History of Authorised Share Capital of the Company:

Date	Authorised capital	Classification	No. of Shares	Face Value (Rs.)
At the time of incorporation	Rs.500,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Share of Rs. 10/- (rupees Ten) each	Equity	50,00,000	10

Paid up Equity Share Capital History of Our Company:

Date of Allotment of Shares	No. of Equity Shares Issued/ cancelled	Face Value (Rs.)	Issue Price	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative paid Up Share Capital
At the time of incorporation (January 16, 1976)	4	10	10	Cash	Subscription	4	4
1978	952,796	10	10	Cash	Private Placement	952,800	95,28,000
1995	29,40,500	10	10	Cash	Public Issue	38,93,300	37,473,000
2016	(292000)	10	10	NA	cancelled due to forfeiture	36,01,300	36,013,000

LIST OF PROMOTERS AND PROMOTER GROUP			
S. No.	Name of Shareholder	No. of Shares	% of Total Share Capital
1.	Partap Burman	578600	16.07
2.	Chanchala Burman	321700	8.93
3.	Partap Burman HUF	46300	1.28
4.	Praxton Associates Pvt. Ltd	408700	11.35
5.	Flow Pack (India) Pvt. Ltd.	296600	8.24
6.	Arms Advisory Services Pvt. Ltd.	188400	5.23

LIST OF TOP TEN SHAREHOLDERS			
S. No.	Name of Shareholder	No. of Shares	% of Total Share Capital
1.	Agbros Fincap Pvt. Ltd	386500	10.73
2.	Himgiri Finvest Pvt. Ltd	264000	7.33
3.	S S Infosolution Pvt Ltd	190000	5.28
4.	Kapivar Finlease Pvt. Ltd	158000	4.39
5.	Haripuri Estates Pvt. Ltd	110800	3.08
6.	Pradeep Narayan	100000	2.78
7.	Kajol Ghosh	95000	2.64
8.	Rabindra Nath Das	95000	2.64
9.	Rajiv Bhatia	52000	1.44
10	Manu Mehta	30000	0.83

ABOUT ROTOGRAPHICS (INDIA) LIMITED

1. HISTORY AND CORPORATE STRUCTURE

The Company was originally incorporated on January 16,1976 under the Companies Act,1956 as "Rotographics (India) Private Limited" in the state of Delhi & Haryana which was subsequently changed to "Rotographics (India) Limited" on 19th December, 1994. Corporate Identification Number (CIN) of the Company is L74899DL1976PLC008036. The Current Registered Office of the Company is situated at E- 49/303, Dazall House, Jawahar Park, Laxmi Nagar, New Delhi – 110092. The shares of the Company are listed on the Delhi Stock Exchange Limited, Jaipur Stock Exchange Limited & Ahmedabad Stock Exchange Limited.

This Information Memorandum is made available on the website of Rotographics (India) Limited www.rotoindia.co.in

REORGANIZATION OR AMALGAMATION

No reorganization, reconstruction or amalgamation has been done by the company.

MAIN OBJECTS OF THE COMPANY

The main objects of the company are as follows:

1. To carry on business of printing, duplicating, selling exporting, importing and dealing in paper wrappers, foils, poly papers, cellphone, ink colour, and dyes.

2. To carry on the business of buying, selling import, export of commodities such as rice, pulses wheat, grains, cotton, yarn, fabric, steel, equipments, edible oil, oilseeds, and other related items.

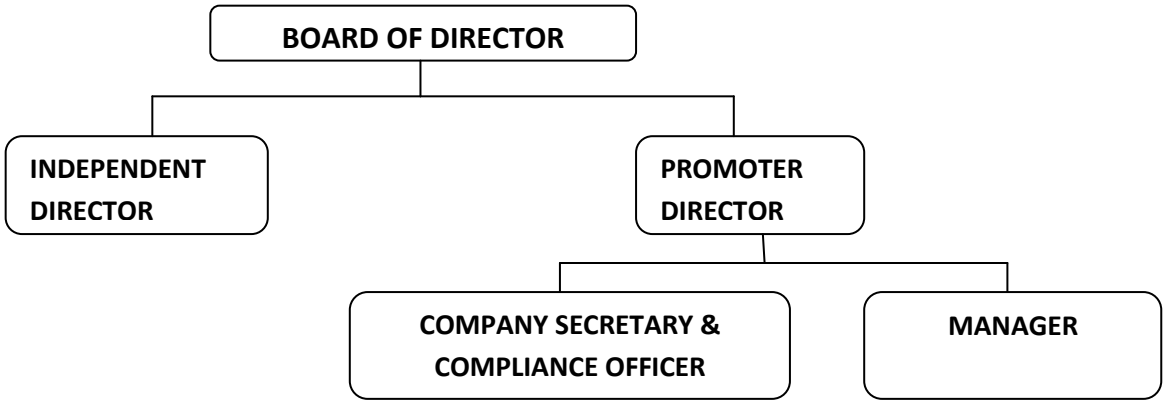
2. Major Events

Year	Event
16/01/1976	Our Company was incorporated as "ROTOGRAPHICS (INDIA) PVT LIMITED"
19/12/1994	Change of name from "Rotographics (India) Private Limited" to "Rotographics (India) Limited"
1995	Listing on Delhi Stock Exchange Limited(DSE), Jaipur Stock Exchange Limited(JSE) & Ahmedabad Stock Exchange Limited(ASEL)
16/03/2014	Change in registered office
10/06/2014	Change in registered office
12/07/2014	Change in registered office

3. Amendments to Memorandum of Association since incorporation

Sr. No.	Date of shareholders resolution	Nature of Amendment
1	19/12/1994	Change of name from "Rotographics (India) Private Limited" to "Rotographics (India) Limited"
2	29.09.2014	Alteration in object Clause
3	30.09.2015	Adoption of New Set of Articles of Association

ORGANSITATIONAL STRUCTURE OF OUR COMPANY



1. MANAGEMENT

Board of Directors

Under our Articles of Association, our Company is required to have not less than three (3) directors and not more than fifteen (15) directors. Our Company currently has five (6) directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Age (Years) Nationality & DIN	Education Qualification	Status of Directorship in Our Company	Status of Directorship in Other Companies
Pratap Burman S/o Sh. Laxmi Narayan Burman C-6/60, Safdarjung Development Area, New Delhi-110016 India Occupation: Business Nationality: Indian DIN: 00595389 Age: 70	Graduation	Executive Promoter Director	Flow Pack (India) Private Limited Traun Papers Private Limited LNB Commercial Private Limited RGL Ecopak Limited(as Managing Director)
Naresh Kumar Bansal S/o Sh. M R Bansal I-155A, Sector-22, Noida Uttar Pradesh -201301 India Occupation: Business Nationality: Indian DIN: 00681525 Age:58	Graduation	Non Executive Independent Director	Daya Developers Private Limited Shivangel Infrastructure Private Limited Blue River Infrastructure Private Limited Shivangel Realtor Private Limited Shivangel Infotech Private Limited Smart Reality Ventures Private Limited Homesmart Realty Private

			Limited Spire Edge Infrastructure Private Limited Bns Infratech Private Limited Jyotishmati Buildtech Private Limited Charmwood Realtech Private Limited Delphi India Exports Private Limited K N S Realtors Private Limited
Chanchala Burman D/o Sh. Umashankar Prasad Malhotra C-6/60 Safdarjung Development Area New Delhi-110016 India Occupation: Business Nationality: Indian DIN: 00720455 Age:68	Graduation	Executive Promoter Director	LNB Commercial Private Limited RGL Ecopak Limited Traun Papers Private Limited
Bapi Karmakar S/o Sh. Kasto Karmakar A-2,2077 Madanpur Khadar New Delhi- 110076 India Occupation: Business Nationality: Indian DIN: 02404342 Age:41	Graduation	Executive Independent Director	K N Infracon Private Limited Wonderland Tradecomm Private Limited
Anil Kumar S/o Sh. Mahabir Prasad S-617 School Block Shakarpur Delhi-110092 India Occupation: Business Nationality: Indian DIN: 06940017 Age:36	Chartered Accountant	Non-Executive Professional Director	N.A.
Arun Bhatia S/o Kishan Chand Bhatia 11/20, WEST PATEL NAGAR, NEW DELHI, 110008, Delhi, Occupation : Business Nationality: Indian DIN: 00465892 Age: 64	Chartered Accountant	Non-Executive Professional Director	Cbg Estates Private Limited Agbros Fincap Private Limited Bks Builders Private Limited Institute For Global Development A.N. Real Estate Private Limited

Brief Profile of our Directors

I. Mr. Pratap Burman

Mr. Pratap Burman aged 70 Years, is the Executive Director of our Company. He is a business man and possesses experience of over 40 years in the field of Paper and Packaging Industry. He has been designated as Director of our Company from 16th January, 1976.

II. Mr. Naresh Kumar Bansal

Mr. Naresh Kumar Bansal aged 58 Years, is the Director and CFO of our Company. Mr. Naresh Kumar Bansal has been associated with the Company as Director and CFO since 24.03.2014 He is a Non- Executive and Independent Director. He is having an enriched experience of over 15 years in field of Finance, Investments and marketing.

III. Mrs. Chanchala Burman

Mrs. Chanchala Burman, aged 68 years, is the Executive Director of our Company. Mrs. Chanchala Burman has been appointed as woman Director of the Company on 24.03.2014 to give boost to the management of the Company and its workings. She is an experienced person in the field of Paper and Packaging Industry.

IV. Mr. Bapi Karmakar

Mr. Bapi Karmakar, aged 41 years, is the Director and CEO of our Company. Mr. Bapi Karmakar has been associated with the Company as Director since 30.05.2008. He is a Executive and Independent Director. He is having an enriched experience of over 10 years in field of Paper and Packaging Industry.

V. Mr. Anil Kumar

Mr. Anil Kumar, aged 36 years, is a Chartered Accountant and associated with the Company as Director since 02.08.2014. He is a Non- Executive and Independent Director. He is having an enriched experience of over 10 years in field of Finance and taxation.

VI Mr. Arun Bhatia

Mr. Arun Bhatia, aged 64 years, is a Chartered Accountant and associated with the Company as Director since 27.11.2015 He is a Non- Executive and Non Independent Director. He is having an enriched experience of over 30 years in field of Finance and taxation.

VI. COMPANY SECRETARY AND COMPLIANCE OFFICER

Name	**Particulars**
Mr. Mohd Sagir	Company Secretary And Compliance Officer
Phone No.	011-47366600, 22444014
Email- id	info@rotoindia.co.in
Website	www.rotoindia.co.in

2. OUR PROMOTERS

Our promoters are Mr. Pratap Burman, Mrs. Chanchala Burman, M/s Pratap Burman HUF, M/s Flow Pack (India) Pvt. Ltd., M/s Praxton Associates Pvt. Ltd. and M/s Arms Advisory Services Pvt. Ltd. Our Promoters are well versed with the following:

- Business Administration & Management
- Human Resource Management
- Advance Financial Management
- Strategic Management and Planning

Details of our Promoter are as under:

(a) Individual Promoters:

Name	Particulars	Details
Mr. Pratap Burman	PAN	AEDPB0195C
	DIN	00595389
	Date of Birth	18/05/1944
	Address	C-6/60, Safdarjung Development Area, New Delhi- 110016 India
	Experience	He is a business man and possesses experience of over 20 years in the field of Finance and Investments

Name	Particulars	Details
Mrs. Chanchala Burman	PAN	AEDPB0193E
	DIN	00720455
	Date of Birth	29/05/1946
	Address	C-6/60, Safdarjung Development Area, New Delhi- 110016 India
	Experience	She is a business woman and possesses experience of over 20 years in the field of Strategic Management and Administration

(b) Brief Profile of our HUF Promoter

Name	Particulars	Details
M/s Pratap Burman HUF	PAN	AADHP1259B
	DIN	NA
	Date of Birth	01/04/1996
	Address	C-6/60, Safdarjung Development Area, New Delhi- 110016 India

(c) Brief Profile of our Corporate Promoter

1. M/s Flow Pack (India) Pvt. Ltd.

Name	Particulars	Details
M/s Flow Pack (India) Pvt. Ltd.	PAN	AAACF6199E
	Date of Incorporation	03/04/1980
	CIN	U74899DL1980PTC010332
	Company Registration Number	010332
	Address of ROC with which the company was registered	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019
	Address	C-6/60, Safdarjung Development Area, New Delhi- 110016 India

2. M/s Praxton Associates Pvt. Ltd.

Name	Particulars	Details
M/s Praxton Associates Pvt. Ltd.	PAN	AAACP5232A
	Date of Incorporation	29/03/1984
	CIN	U74899DL1984PTC017821
	Company Registration Number	017821
	Address of ROC with which the company was registered	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019
	Address	93, Pocket-II, Jasola, Delhi- 110025 India

3. M/s Arms Advisory Services Pvt. Ltd.

Name	Particulars	Details
M/s Arms Advisory Services Pvt. Ltd.	PAN	AAACA6495Q
	Date of Incorporation	05/01/1995
	CIN	U74899DL1995PTC064091
	Company Registration Number	064091
	Address of ROC with which the company was registered	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019
	Address	11/20, West Patel Nagar, New Delhi-110008

3. Material Contracts

The Company has not entered into any material contract, concessions and similar other documents except those entered into in the ordinary course of the business carried on or intended to be carried on by the company.

4. Our Subsidiaries

Our Company at present has no subsidiary as on date of the Information Memorandum.

5. Our Group Companies

No Group Companies as on date of the Information Memorandum.

6. Collaborations

The Company has so far not entered into any technical or financial collaboration agreement.

7. Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable

No, Our Company has not given commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person.

V. REGULATION & POLICIES APPLICABLE IN INDIA

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

The Companies Act, 2013

The Act deals with laws relating to companies and certain other associations. It was enacted by the parliament in 2013. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Regulation of Foreign Investment in India

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") which prohibit, restrict and regulate, transfer or issue of securities, to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the "automatic route" within the specified sectoral caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of investments in excess of the specified sectoral limits under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned passing a resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

Transfer of Property

Transfer of Property Act, 1882

The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

The Easements Act, 1882

The law relating to easements is governed by the Easements Act, 1882 ("Easements Act").The right of easement is derived from the ownership of property and has been defined under the Easements Act to mean a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done in respect of certain other land not his own. Under this law an easement may be acquired by the owner of immovable property, i.e. the "dominant owner", or on his behalf by the person in possession of the property. Such a right may also arise out of necessity or by virtue of a local

Indian Stamp Act, 1899

The Indian Stamp Act, 1899 ("Stamp Act") and the relevant State Stamp Acts provide for the imposition of stamp duty at specified rates on instruments listed in Schedule I of the Act. The applicable rates for stamp duty on these instruments, including those relating to conveyance, are prescribed by state legislation. Instruments chargeable to duty under the Stamp Act which are not duly stamped are inadmissible in a court of law and have no evidentiary value. Public officials have the power to impound such documents and if the executor wants to rectify them, he may have to pay a penalty of up to 10 times the original stamp value.

Income-tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

Service Tax

Chapter V of the Finance Act 1994 (as amended), and Chapter V-A of the Finance Act 2003 requires that where provision of certain listed services, whole taxable services exceeds Rs. 10,00,000, a service tax with respect to the same must be paid. Every person who is liable to pay service tax must register himself for the same.

Trade Marks Act, 1999

The Indian law on trademarks is enshrined in the Trade Marks Act, 1999. Under the existing legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style and so forth. The trademark once applied for, is

advertised in the trademarks journal, oppositions, if any are invited and after satisfactory adjudications of the same, a certificate of registration is issued. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

Copyright Act, 1957

The Copyright Act, 1957 came into effect from January 1958. Copyright is an exclusive right. The statutory definition of Copyright is the exclusive right to do or authorizes others to do certain acts in relation to Literary, dramatic or musical works, Artistic work Cinematograph film; and Sound recording. The purpose of recognizing & protecting the copyright of an author is to statutorily protect his work & inspire him to exercise his creative faculties. Copyright is granted for a specific period of time. Whether an act is an infringement or not would depend on the fact whether copyright is subsisting in the work or not. In case the copyright has expired, the work falls in the public domain & any act of reproduction of the work by any person other than then the author would not amount to infringement.

Securities Contract (Regulation) Act, 1956

The Securities Contract (Regulation) Act, 1956 and Securities Contracts (Regulation) Rules, 1957, regulates the transactions in the securities of the Company and control the working of Stock exchanges in India. This Act and rules framed there under are applicable to Company.

Insider Trading Regulations

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time ("Insider Trading Regulations") govern the law with respect to insider trading in India. The Insider Trading Regulations inter alia prohibit all insiders from dealing in securities of a listed company when the insider is in possession of unpublished price sensitive information ("UPSI"). It further prohibits an insider from communicating, counselling or procuring, directly or indirectly, any UPSI to any person who while in possession of such UPSI is likely to deal in such securities.

Information is said to be price sensitive if it is likely to, directly or indirectly, materially affect the price of the securities of the company to which it relates. Under the Insider Trading Regulations, the concept of an "insider" is related to those of a connected person and a deemed connected person. A person is said to be connected to a company when he or she is a director, employee or officer in the company or stands in a professional or business relationship with the company and when he or she may reasonably be expected to have access to UPSI and includes inter alia market intermediaries, Merchant Bankers, share transfer agents, registrars to an issue, debenture trustees, brokers, Portfolio Managers, investment advisors.

The Insider Trading Regulations further provide that all listed companies and organisations associated with the securities market including inter alia intermediaries as defined under the SEBI Act, asset management companies, trustees of mutual funds etc. should frame a code of internal procedures and conduct based on the Model Code of Conduct specified under the Insider Trading Regulations.

VI. FINANCIAL INFORMATION

1. Financial Indebtedness

A. Secured Borrowings

There is no outstanding amount with respect to our secured borrowings as on 31st March, 2015.

2. Stock Market Data For Our Equity Shares

The Equity Shares of our Company have not been traded on DSE, ASE, and JSE during the last five years from the date of this Information Memorandum.

3. Related Party Transaction

No related party Transaction has occurred during the last five years.

VII. OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding or tax liabilities against our Company that would have a material adverse effect on our business and there are no defaults, nonpayment or overdue of statutory dues, institutional/ bank dues or dues payable to holders of debentures, bonds and fixed deposits and arrears of preference shares (irrespective of whether they are specified under Part I of Schedule XIII of the Act), that would have a material adverse effect on our business:

A. OUTSTANDING LITIGATION INVOLVING OUR COMPANY

1. Litigations filed against our Company

There are no litigations filed against our Company.

2. Litigations filed by our Company

There are no litigations filed by our Company.

Income Tax Proceedings

There are no pending Income tax proceeding involving our Company.

B. OUTSTANDING LITIGATION INVOLVING OUR DIRECTORS AND PROMOTERS

1. Litigations involving our Directors

There are no litigations involving our Directors.

2. Litigations filed against the Promoters

There are no litigations involving our Promoters.

MATERIAL DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this Information Memorandum, any circumstances which materially and adversely affect or are likely to affect the performance and prospects of the Company in any manner.

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013)
(PUBLIC COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF

ROTOGRAPHICS (INDIA) LIMITED

1. In these Regulations unless the context otherwise require:

   (a) "The Company" or this company' means: **ROTOGRAPHICS (INDIA) LIMITED.**

   (b) "the Act" means the "Companies Act, 2013" and every statutory modification or re-enactment thereof and references to Sections or Rules of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.

   (c) "these Regulations" means these Articles of Association as originally framed or as altered, from time to time.

   (d) "the Office" means the Registered Office for the time being of the Company.

   (e) "the Seal" means the common seal of the Company.

   (f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognised by law as such.

   (g) "month" and "year" means a calendar month and calendar year respectively.

   (h) Expression referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

   (i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

2. The Regulations contained in Table F in Schedule 1 to the Companies Act, 2013 shall not apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the company and its members as if they are the terms of an agreement between them.

SHARE CAPITAL

3. a) The Authorised Share Capital of the company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force on that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such manner as may for the time being be provided by the Regulations of the Company and allowed by law.

   b) The minimum paid up Capital of the Company will be Rs. 5,00,000/- (Rs. Five Lac).

4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Section 53, 54, 56 and 58 of the Act), provided that option or right to call of shares shall not be given to any

person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as the allotment provided for in Section 39 of the Act.

5. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, the consent in writing of the holders of three fourths of the issued shares of that class or with a sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. (1) The company may exercise the powers of paying commissions conferred by Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.

   (2) The rate of commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be and in the case of debentures 2½% (two and a half per cent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2½% (two and a half per cent) of such price, as the case may be.

   (3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

   (4) The Company may also, on any issue of shares, pay such brokerage as may be lawful.

9. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment (or within such other period as the conditions of issue shall provide) or within one month after the application for the registration of transfer is received by the Company.

      (a) One certificate for all his shares without payment, or

      (b) Several certificates, each for one or more of his shares, provided that any subdivision, consolidation or splitting of certificates required in marketable lots shall be done by the Company free of any charges.

   (2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.

   (3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10. The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.

   (i) for issue of new certificates in replacement of those that are torn out, defaced lost or destroyed;
   (ii) for sub-division and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading".

11. If any shares stands in the names of two or more persons, the person first named in the register of members shall as regards receipt of dividends, the service of notices and subject to the provisions of

these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.

LIEN

12. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

13. The Company may sell, in such manner as the Board think fit, any share on which the Company has a lien provided that no sale shall be made :-

    (a) unless a sum in respect of which the lien exists is presently payable; or

    (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

14. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

    (2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

    (3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (1) The proceeds of the sale shall be received by the company and applied in payment of the whole or part of the amount in respect of which the lien exist as is presently payable.

    (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares as the date of sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

16. (1) The Board of Directors may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

    (2) Each member shall, subject to receiving at least Fourteen days notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.

    (3) A call may be revoked or postponed at the discretion of the Board.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by instalments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent or at such lower rate, if any as the Board may determine.

(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

20. (1) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the shares or by way of premium, shall for purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. Subject to the provisions of Section 50 and 179 of the Act, the Board :-

(a) May, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and

(b) If it thinks fit, may pay interest upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 12% (twelve percent) per annum as may be agreed upon between the Board and the member paying the sums or advances, Money so paid in advance shall not confer a right to dividend or to participate in profits.

22. On the trial or hearing on any suit or proceedings brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that a quorum of Directors was present at Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

23. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

TRANSFER AND TRANSMISSION OF SECURITIES

24. The Company shall keep a "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share(s) or securities.

25. (1) the instrument of transfer of any securities in the Company shall be executed by or on behalf of both the transferor and the transferee.

(2) The transferor shall be deemed to remain a holder of the security until a properly signed deed of transfer is received by the Company within 2 months of its execution and proper note thereof has been taken and name of transferee has been entered in the Register of Members/Securities, as the case may be.

26. The instrument of transfer shall be in writing and all the provisions of Companies Act 2013 and modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.

27. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgement due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event to the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

TRANSFER OF SECURITIES

28. The Board of Directors may, subject to the right of appeal conferred by Section 58 of the Companies Act, 2013 decline to register :-

    (a) the transfer of a share not being a fully paid up share, to a person of whom they do not approve; or

    (b) any transfer of the share on which the Company has a lien, provided that the registration transfer shall not be refused on the ground of transferor being either alone or jointly with any person or persons indebted to the Company on any account except a lien.

29. The Board may decline to recognise any instrument of transfer unless:-

    (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

    (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

    (c) the instrument of transfer is in respect of only one class of shares.

30. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.

31. (a) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

    Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

    (b) There shall be no charge for :
        (a) registration of shares or debentures.
        (b) sub-division and/or consolidation of shares and debentures certificates and sub-division of Letters of Allotment and split consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit or trading;

    (c) sub-division of renouncible Letters of Right;

    (d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised;

    (e) registration of any Powers of Attorney, Letter of Administration and similar other documents.

TRANSMISSION OF SECURITIES

32. (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

33. (a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either :-

(i) to be registered himself as holder of the share; or

(ii) to make such transfer of the share as the deceased or insolvent member could have made.

(b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

34. (a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(c) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

35. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 (ninety) days, the Board may thereafter with hold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

36. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member of or debenture holder in the company, it shall furnish to the controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares and debentures has been paid or will be paid or that none is due, as the case may be.

37. The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title of interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not

bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

FORFEITURE OF SHARES

38. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

39. The notice aforesaid shall:-

    (a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

    (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

40. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.

41. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

    (2) At any time before a sale or disposal, as aforesaid, the Board may annul the forfeiture on such terms as it thinks fit.

42. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9 % (nine percent) per annum.

    (2) The Liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the shares.

43. (1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

    (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.

    (3) The transferee shall thereupon be registered as the holder of the share.

    (4) The transferee shall not bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale of disposal of the share.

44. The provisions of these regulations as to forfeiture shall apply, in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

45. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those right as by these Articles are expressly saved.

46. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to be application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

47. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may, issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.

48. The Directors may subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

CONVERSION OF SHARES INTO STOCK

49. The Company may, by an ordinary resolution:-

    (a) convert any paid-up shares into stock; and

    (b) reconvert any stock into paid-up shares of any denomination authorised by these regulations.

50. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit:

    Provided the Board may, from time to time, fix the minimum amount of Stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

51. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

52. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholder" respectively.

SHARE WARRANTS

53. The Company may issue share warrant, subject to and in accordance with, the provisions of the Companies Act 2013 and accordingly the Board may in its discretion with respect of any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.

54. (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.

(2) Not more than one person shall be recognised as depositor of the share warrant.

(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

55. (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the company or be entitled to receive any notice from the Company.

(2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares including in the warrant and he shall be deemed to be a member of the Company in respect thereof.

56. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction of the original.

ALTERATION OF CAPITAL

57. The Company may, from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.

58. The Company may, by ordinary resolution in general meeting :

(a) consolidate and divide all or any of its capital into shares of larger amounts than its existing shares :

(b) sub-divide its shares or any of them, into shares of similar amounts than is fixed by the Memorandum of Association, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

59. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law :-

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

60. The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital.

61. The Company shall have power to establish Branch Offices, subject to the provisions of the Act or any statutory modifications thereof.

62. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant for the Company in accordance with the provisions of the Act.

63. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate, subject however, to the provisions of Section 230 to 232 of the Act.

BUY-BACK OF SHARES

64. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETING

65. All General Meetings other than the Annual General Meetings of the Company shall be called Extra-Ordinary General Meetings.

66. (1) The Board may, whenever it thinks fit call an Extraordinary General Meeting.

(2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

CONDUCT OF GENERAL MEETINGS

67. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.

68. (1) No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business.

(2) Save as otherwise provided in Section 103 of the Act, a minimum of:-

a) five members personally present if the number of members as on the date of meeting is not more than one thousand;

b) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;

c) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

Furthermore, A body corporate, being member, shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

CONDUCT OF MEETINGS

69. The Chairman, if any of the Board shall preside as Chairman at every general meeting of the company.

70. If there is no such Chairman or if he is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.

71. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.

72. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.

73. (1) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and place to place.

(2) No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for thirty days or more, fresh notice of any adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

74. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes places or at which the poll is demanded shall be entitled to a second or casting vote.

75. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

76. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
(a) on a show of hands, every member present in person shall have one vote; and
(b) on a poll, the voting rights of members shall be as laid down in Section 47 of the Act.

77. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the Register of members.

78. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.

79. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

80. No member shall be entitled to vote at any general meeting unless all calls and other sums presently payable by him in respect of shares in the Company or in respect of shares, on which the Company has exercised any right of lien, have been paid.

81. (1) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

82. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

83. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given,

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

85. The number of Directors of the Company shall not be less than three and not more than fifteen.

86. The following shall be the first directors of the Company:-

1. Pratap Burman
2. Gordhandass
3. Smt. Shantibai
4. Smt. Chanchala Burman

87. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the provisions of Section 152 of the Act or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the provisions of Sections 152 of the Act.

88. (1) Subject to the provisions of the Companies Act, 2013 and Rules made there under each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding Rs. 2,000/- (Rupees Two Thousand Only).

(2) Subject to the provisions of Section 197 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General Meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the directors equally of is so determined paid on a monthly basis.

(3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

(4) Subject to the provisions of Sections 197 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, medical aid and free conveyance) as the Board may determine from time to time.

(5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with company's rules to be made by the Board all travelling, hotel and other expenses properly incurred by them :-

(a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof; or

(b) In connection with the business of the Company.

89. The Directors shall not be required to hold any qualification shares in the Company.

90. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and

additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

91. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, the persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation.

92. In the course of its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Nominee Directors. Nominee Directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Nominee Director may if the agreement so provide, appoint another Director in his place.

93. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.

94. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall held office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

95. A person may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director, before receiving or enjoying such benefits in case in which the provisions of Section 188 of the Act are attracted will ensure that the same have been complied with.

96. Every nomination, appointment or removal of a Special Director shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director or the Company.

97. The office of a Director shall become vacant:-

    (i) on the happening of any of the events provided for in Section 167 of the Act;

    (ii) on the contravention of the provisions of Sections 188 of the Act, or any statutory modifications thereof;

    (iii) if a person is a Director of more than twenty Companies at a time, out of which not more than 10 (Ten) shall be Public Companies.

    (iv) in the case of alternate Director on return of the original Director to the State, in terms of Section 161 of the Act; or

    (v) on resignation of his office by notice in writing and is accepted by the Board.

98. Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

POWERS OF BOARD OF DIRECTORS

99. The Board of directors may pay all expenses incurred in the formation, promotion and registration of the Company.

100. The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit with respect to the keeping of any such register.

101. The Directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the provisions of Section 184 of the Act being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangements.

BORROWING POWER

102. Subject to the provisions of Sections 73, 76, 179, and 180 of the Act, and the Regulations thereunder and Directions issued by the RBI, Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property (both present and future), or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

103. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit subject to the provisions of Section 73 & 76 of the Act and rules framed thereunder.

104. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

PROCEEDINGS OF THE BOARD

105. Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher; provided that where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time.

106. The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under clause 105 of the Articles.

107. If a meeting of the Board could not be held for want of quorum, whatever number of Directors not being less than two, shall be present at the adjourned meeting, notice where of shall be given to all the Directors, shall form a quorum.

108. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.

(2) In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

109. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or for summoning a General meeting of the Company, but for no other purpose.

110. (1) The Board may elect one of its members as Chairman of its meetings and determine the period for which he is to hold office as such.

(2) If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting.

111. Subject to the restrictions contained in Section 179 & 180 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it think fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part, and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

112. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last proceeding Article.

113. (1) A committee may elect a chairman of its meetings.

(2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.

114. (1) A committee may meet and adjourn as it think proper.

(2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote.

115. All acts done by any meeting of the Board or by a committee thereof by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such Directors or persons acting as aforesaid: or that they or any of them were disqualified or had vacated office or were not entitled to act as such or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, had duly continued in office was qualified, had continued to be a Director his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

116. Subject to Section 175 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing, signed by the majority members of the Board or of a committee thereof; for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)

117. Subject to provisions of Section 196 & 197 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Directors or whole time Directors for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 2013 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall not be whilst holding such office, be subject to retirement by rotation but his appointment shall automatically be determined if he ceases to be a Director.

118. The Board may entrust and confer upon Managing Director/s or whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time revoke, withdraw, alter or vary all or any of such powers.

119. Subject to Section 203 of the Act, a Secretary of the Company may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

THE SEAL

120. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.

(2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the company shall not be affixed to any Instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVES

121. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

122. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

123. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

124. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

125. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

126. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in

the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

127. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

128. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

129. No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid.

ACCOUNTS

130. (1) The Board shall cause proper books of accounts to be maintained under Sections 128 & 129 of the Act.

(2) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any or them, shall be open to the inspection of members not being Directors.

(3) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

131. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provision of the Act.

AUDIT

132. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(b) The auditor shall be hold office from the conclusion of First Annual General Meeting till conclusion of Sixth Annual General Meeting

(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

CAPITALISATION OF PROFITS

133. (1) The company in General Meeting may, upon the recommendation of the Board resolve:-

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards :-

(i) paying up any amounts for the time being upaid on any shares held by such members respectively;

(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(iii) partly in the way specified in sub-claue (i) and partly in that is specified in sub-cluse (ii).

(3) Any share/securities premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

134. (1) Whenever such as resolution as aforesaid shall have been passed, the Board shall:-

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any; and

(b) do all acts and things required to give effect thereto.

(2) The Board shall have full power :-

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions; and also

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(3) Any agreement made under such authority shall be effective and binding on all such members.

SECRECY

135. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in

the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

WINDING UP

136. Subject to the provisions of Chapter XX of the Act and rules made thereunder:-

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

137. Subject to the provisions of Companies Act 2013, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquired or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

IX DECLARATION

All relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made thereunder or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

On behalf of Board of Directors
Rotographics (India) Limited

Sd/-
Mr. Naresh Kumar Bansal
Director
DIN: 00681525

Date: 31.03.2016
Place: New Delhi