Rotographics

Date: 28.09.2017

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

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

Scrip Code: 539922
Symbol: RGIL

Sub-Submission of Annual Report under Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Please find enclosed the Annual Report for the financial year 2016-17. The same will be made available on the Company's website, at http://www.rotoindia.co.in

This is for your information and records.

Thanking you

Yours faithfully
For **Rotographics (India) Limited**

ROTOGRAPHICS (INDIA) LIMITED DELHI

(Mohd Sagir)
Company Secretary &
Compliance Officer

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER

Naresh Kumar Bansal

COMPANY SECRETARY

Mohd Sagir

AUDITORS

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

BANKERS

Syndicate Bank
C-34, 1st Floor, DDA Office Cum Shopping Complex,
Opp Moolchand Hospital, Lajpat Nagar, New Delhi,
PIN: 110 024 Telephone Number: (011) - 24611843

SECRETARIAL AUDITOR

M/s P.K.S & Associates
Company Secretaries

INTERNAL AUDITOR

Deepak Jaju & Co
Chartered Accountants
New Delhi

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A 1st Floor Okhla Industrial Area
Phase 1 New Delhi 110020
Concerned person:-Virender Rana
Email: virenr@skylinerta.com

REGISTERED OFFICE

E-49/303, Dazall House, Jawahar Park
Laxmi Nagar New Delhi 110092
Ph.: 011-42334176
Email id: info@rotoindia.co.in,
Website: www.rotoindia.co.in

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ROTOGRAPHICS (INDIA) LIMITED

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

NOTICE

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

ORDINARY BUSINESS

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

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

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

2. Re-appointment of Director retiring by rotation

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

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

3. Re-appointment of Director retiring by rotation

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

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

4. To ratify the appointment of the auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 26th September 2016, the appointment of M/s Kumar Grover & Co. Chartered Accountants,

Delhi having Firm's registration no. 001240N as the Auditors of the Company to hold office till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31st March, 2018 as may be determined by the Board of Directors in consultation with the auditors.

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

Place: New Delhi
Date: 30th August 2017

Mohd Sagir
Company Secretary

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

Notes:

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

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

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.

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

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

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

6. The Notice of the 42nd Annual general meeting and annual report for the year 2016-17 is being sent to all the members, whose names appear in the register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on close of business hours on Wednesday, 30th August, 2017. Any Person acquires the shares and became member after dispatch of notice and annual report can obtain the same by downloading it from the company's website: www.rotoindia.co.in.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

8. Members seeking further information about the accounts are requested to write at least 10 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.

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

10. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.

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

12. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

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

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

15. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. The cutoff date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be **20th September 2017.**

The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.

16. The results of voting shall be declared at the Registered Office of the Company within 3 (three) days of the conclusion of the Annual General Meeting by the chairman of the meeting and shall also be displayed at the website of the company www.rotoindia.co.in

PROCESS FOR MEMBERS OPTING FOR E-VOTING

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

b) Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on 20th September 2017 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the Cut-off date.

c) At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.

INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER

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

a) Click on Shareholder – Login

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

c) Click Login

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

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

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

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

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

d) The remote e-voting period shall commence on Saturday, 23rd September, 2017 at 9:00 am and ends on Monday, 25th September, 2017 at 5:00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 20th September 2017 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

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

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

g) In case of queries, you may refer the "Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members" available at the 'downloads' section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information:

Phone No. +91 22 24994600/24994738, Toll Free no. 1800222990

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

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

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

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

Place: New Delhi
Date: 30th August 2017

Mohd Sagir
Company Secretary

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

ANNEXURE TO THE NOTICE DATED 30TH AUGUST 2017 – ITEM NO. 3

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2

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

DIRECTORS' REPORT

To
The Members of
Rotographics (India) Limited

Your Directors have pleasure in presenting the 42nd Annual Report together with the Audited Financial Statement for the financial year ('year') ended 31st March, 2017.

1. SUMMARISED FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year figures are given hereunder:-

FINANCIAL RESULTS

Particulars	For the year 2016-17 (in Rupees)	For the year 2015-16 (in Rupees)
Sales and other income	12307070	9968432
Profit before Depreciation	208707	171365
Depreciation	56787	68781
Profit before tax	151920	102584
Profit after tax	92176	69293
Transferred to General Reserve	0	0
Interim Dividend	0	0
Earnings per share (Rs.)	0.03	0.02

2. PERFORMANCE REVIEW

During the year under review your Company has achieved gross revenue of Rs. 1,23,07,070/- as against Rs. 99,68,432/- in the previous year. The Profit before depreciation amounted to 2,08,707/- as against Rs. 1,71,365/- in the previous year.

Profit before tax during the year worked out to Rs. 1,51,920/- as compared to Rs.1,02,584/- in the previous year

3. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits by the Company.

4. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, your Company has not changed its nature of business.

5. SHARE CAPITAL

As on 31st March, 2017, the Share Capital structure of the Company stands as under:

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

6. EXTRACT OF ANNUAL RETURN

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

7. BOARD MEETINGS HELD DURING THE YEAR

During the year, 8 meetings of the Board of Directors were held, which includes one meeting of Independent Directors as required under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The details of the meetings are furnished in the Corporate Governance Report in **Annexure C**- forming part of this report.

8. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR

Independent Directors namely Mr. Surendran Paramu (DIN: 07602763) and Mr. Anil Kumar (DIN: 06940017) have given declaration confirming that they comply with the requirements of Section 149(6) of the Companies Act, 2013.

9. NOMINATION AND REMUNERATION POLICY

OBJECTIVES OF THE POLICY:

a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

b) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer Companies.

c) To carry out evaluation of the performance of Directors.

d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

10. BOARD'S COMMITTEES

The Board of Directors of the Company constituted the following Committees:

a) Audit Committee

b) Nomination & Remuneration Committee

c) Stakeholders Relationship Committee

The Committees' composition, charters and meetings held during the year and attendance thereat, are given in the Report on Corporate Governance forming part of this Annual Report.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has neither given any loans or guarantees nor made investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2016-17.

12. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT

During the financial year 2015-16, Company applied for the Listing of Equity shares of the company to BSE Limited under Direct Listing Route and equity shares of the company successfully listed on the BSE Limited vide trading approval letter no.DCS/DL/AP/TP/146/2016-17 dated 13th June 2016.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) CONSERVATION OF ENERGY:

(i) The steps taken or impact on conservation of energy: NA

(ii) The steps taken by the company for utilizing alternate sources of energy: NA

(iii) The capital investment on energy conservation equipments: NA

(B) TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption: NA

(ii) The benefit derived like product improvement, cost reduction, Product development or import substitution: NA

(iii) In case of imported technology (imported during the last three Years reckoned from the beginning of the financial year): NA

a) The details of technology imported;

b) The year of import;

c) Whether the technology been fully absorbed;

d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;

e) The expenditure incurred on Research and Development: **NA**

EXPENDITURE ON R& D

S. No.	Particulars	2016-17	2015-16
A	Capital	Nil	Nil
B	Recurring	Nil	Nil
C	Total	Nil	Nil
D	Total R&D expenditure as a percentage of total turnover	Nil	Nil

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with the Rule 5 of the Companies (Accounts) Rules, 2014, the information relating to foreign exchange earnings and outgo - **NA**

14. CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

15. ANNUAL EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations.

Further, the Independent Directors, at their exclusive meeting held during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations.

16. AUDIT COMMITTEE

The details pertaining to composition of the Audit Committee and terms of reference are included in the Corporate Governance Report, which forms part of this Report.

17. RELATED PARTY TRANSACTION

All contracts/arrangement/transactions entered into by the Company during the financial year with related parties were on an arm's length basis and were in the ordinary course of business and were placed before the audit committee for their approval, wherever applicable. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is as attached in **Annexure- F**, forming part of this report.

18. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and /or Board under Section 143(12) of the Act and Rules framed thereunder.

19. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance. The statement of particulars under section 134(3)(q) and 197(12) of the companies act, 2013 is annexed in Annexure-E, forming part of this report.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors including Audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibilities Statement, it is hereby confirmed that;

1. in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable Accounting Standards have been followed along with proper explanation relating to material departures if applicable;

2. for the financial year ended March 31, 2017, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended March 31, 2017;

3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. the annual financial statements have been prepared on a going concern basis;

5. proper internal financial controls are in place and such internal financial controls are adequate and were operating effectively;

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

21. CORPORATE GOVERNANCE REPORT AND CERTIFICATE

As required under Regulation 34 (3) read with Schedule V (C) of the Listing Regulations a report on Corporate Governance and the certificate as required under Schedule V (E) of the Listing Regulations from Messrs P.K.S & Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance are given in **Annexure – C** and **Annexure – D** respectively, forming part of this report.

22. SECRETARIAL AUDIT:

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, your Company engaged the services of Messrs P.K.S & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the

financial year ended March 31, 2017. The Secretarial Audit Report in Form MR-3 is given in **Annexure – H,** forming part of this report.

23. WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism.

The Whistle Blower Policy is available on Company's website.

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. RETIRE BY ROTATION

In Accordance with the provision of section 152 (6) of Companies act, 2013, Mr. Pratap Burman (DIN: 00595389) and Mrs. Chanchala Burman (DIN: 00720455) will retire by rotation at the ensuing Annual General Meeting of the company and being eligible, offer herself for re-appointment as Director. The board recommended their re-appointment.

Brief resume of the Directors, nature of their expertise in specific functional areas and details of their Directorship and membership/chairmanship of the board/committees, as stipulated under SEBI (LODR) Regulations, 2015 has been provided in the Annexure to the Notice of the 42nd AGM of the company.

II. KEY MANAGERIAL PERSONNEL

The Following persons are the Key managerial personnel (KMP) of the company in compliance with the provisions of the Companies Act, 2013:

a) Mr. Bapi Karmakar, (DIN: 02404342), Chief Executive Officer
b) Mr. Naresh Kumar Bansal (DIN: 00681525), Chief Financial Officer
c) Mr. Mohd Sagir, Company Secretary(A-42985)

The remuneration and other details of the KMP'S for the year ended 31st March, 2017 are mentioned in the Extracts of the Annual Return attached as **Annexure-B** and forms part of this report of the Directors.

25. BOARD EVALUATION:

In terms of clause (p) of sub section (3) of Section 134 of the Companies Act, 2013 and as per the policy framed and approved by the Board of Directors of the Company, the annual evaluation of the Independent Director's, Board of Director's is annexed in **Annexure- G** that forms part of this Board Report.

26. DEPOSITS:

During the year under review, your Company did not accept any deposit within the meaning of the provisions of Chapter V – Acceptance of Deposits by Companies read with the Companies (Acceptance of Deposits) Rules, 2014.

27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There has been no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations. All orders received by the Company during the year are of routine in nature which have no significant / material impact.

28. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management continuously reviews the internal control systems and procedures for the efficient conduct of

the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems.

Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

29. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere Irrespective of gender, caste, creed or social class of the employees

The Internal Complaints Committees (ICC) cannot be constituted due to the lack of number of female employees under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Therefore the Company has organized an awareness programme for the female employee in respect to spread the awareness of this Act and has informed them to file any complaint of Sexual harassment caused at workplace to the Local Complaints Committee (LCC) Constituted in every District as per the provision of Section 5 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received - NIL
- No. of complaints disposed off – NIL

30. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

31. DISCLOSURES WITH RESPECT TO DEMAT SUSUPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

During the year under review, no shares were held in Demat suspense account or unclaimed suspense account of the Company.

32. AUDITORS

(I) STATUTORY AUDITOR AND AUDITOR'S REPORT

Pursuant to the resolution passed by the members at the 41st Annual General Meeting of the Company held on 26th September, 2016 in terms of Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, the Company hereby ratifies the appointment of Kumar Grover & Co., Chartered Accountants having Firm's registration no. 001240N, as the Statutory Auditors of the Company from the conclusion of the 42nd Annual General Meeting, till the conclusion of the 43rd Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee.

The Notes on Financial Statements referred to in the Auditors' Report are self explanatory and do not call for any further comments. There is no qualification, adverse remarks or disclaimer made by statutory auditors.

(II) SECRETARIAL AUDITOR AND REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed P.K.S & Associates, Company

Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "**Annexure H**".

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in their Report.

(III) INTERNAL AUDITOR

Pursuant to provisions of section 138 of the Companies Act, 2013 the company has appointed Deepak Jaju & Co, Chartered Accountants to undertake the internal Audit of the Company.

33. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

34. ACKNOWLEDGEMENTS:

The Board of Directors take this opportunity to thank the, customers, members, suppliers, bankers, associates, Central and State Governments and employees at all levels for their support and co-operation extended to the Company during the year.

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

Place: New Delhi
Date: 30th August 2017

Pratap Burman
Chairman

Annexure - A to Directors' Report
Management's Discussion and Analysis

Disclaimer

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

Overall Review

The Indian economy advanced 6.1 percent year-on-year in the first quarter of 2017, slowing sharply from a 7 percent expansion in the previous period and well below market expectations of 7.1 percent. It is the lowest growth rate since the last quarter of 2014, due to a slowdown in consumer spending and a drop in investment, following the demonetization program started in November of 2016 that removed 86 percent of India's currency in circulation. In addition, the government changed the GDP base year for 2011-2012 from 2004-2005. The same change was made earlier for industrial production and wholesale prices indexes, with adjustments in the weights of the different industries. Considering the April 2016-March 2017 period, the economy advanced 7.1 percent, in line with the official estimate but below 8 percent in the previous year. GDP Annual Growth Rate in India averaged 6.12 percent from 1951 until 2017, reaching an all time high of 11.40 percent in the first quarter of 2010 and a record low of -5.20 percent in the fourth quarter of 1979.

Outlook

Indian Market Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textile industry also plays a pivotal role through its contribution to industrial output, employment generation and export earnings of the country. It contributes around 6% of India's GDP, 13% to India's industrial production and 11% to the country's export earnings & 27% of the foreign exchange inflows. Textile industry provides employment to 55 million people, which makes it the second largest employer in the country after Agriculture. The Industry has shown continued growth with a potential to increase its global trade share from the current 4.5% to 8% (USD 80 Billion) in the next 5 years supported by a rich abundance of raw material, skilled labour and talent. India ranks amongst one of the largest producers of denim fabrics in the world with current Indian capacity exceeding 1.2 billion meters. There has been enhancement in capacities in a big way in short span of time. So, it will take some time to settle. From theses capacities significant portion of this capacity is meant for exports. India's own consumption is estimated to be around 600-650 million meters per annum and is growing steadily with an annual growth rate in excess of 10%. However, during last 12 months or so denim industry is facing headwinds primarily owing to lack of adequate export demand, increasing competition even in export markets from Indian players and corresponding pricing pressures in the export realization. This has resulted into a temporary oversupply situation in this sector. This has put pressure on domestic price realization and hence on the operating profit margins of the Indian players. However, those players who have strong presence in the international market as well as strong domestic marketing set up have been able to perform relatively better. Since denim is a cyclical industry, the current bearish phase is likely to be followed by a bullish phase but the current recovery cycle seems to be fairly long and the time of recovery apparently looks to be uncertain.

Future Prospects

Being the second largest employer in India coupled with strong industry linkages with the rural economy augurs Indian textile industry as one of the most significant sectors with an incremental growth potential. Rural economy has seen a spurt in income levels the last few years and this is right time to juxtapose their synergies to promote the Industry's growth. Being one of the key factors under the Government's "Make in India" campaign is a testimony to the huge growth potential the industry holds, both in terms of infrastructure development and skill improvement. Globally, favorable trade partners, improve its export competitiveness and contribute substantially to the nation's income. The cost competitiveness of India, as compared to some of the other exporting countries in Asia (e.g. China) has improved over recent years. The growth prospects are constrained by many challenges including rising input costs, restrictive labour laws and intensified competition from other low cost countries like China and Bangladesh. Such issues need to be addressed to result in unblocking maximum industry growth potential. As mentioned earlier, while denim industry is currently passing through a rough patch of a fairly long bearish phase of business cycle, considering inherent advantages enjoyed by textile sector in India in general and the benefits enjoyed by denim industry in particular, the medium to long term prospects of denim industry appear to be reasonably good. However, a consistent and rapid expansion in the capacities by the existing/new players can become a

major concern area if the demand does not catch up at the same speed (as is presently witnessed today) and if the global macro economic factors do not improve within a reasonable period of time.

SWOT Analysis of Denim Industry

Strengths

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

Weaknesses

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

Opportunities

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

Threats

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

Human Resources

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

Risk and Concerns

Business is exposed to external and internal risks. Some risks can be predicted and minimized with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your company has been facing many risks including risk to run business due to shortage of working capital. The tight fund situation may affect company's plans to enlarge its business activities. Due to tight liquidity position, we are not able to lay hands on talented people in the industry.

Internal Control Systems

Internal Controls in the Company have been designed to further the interest of all its stakeholders by providing an environment which is facilitative to conduct its operations. In doing so, the Company's Internal Control environment has evolved over a decade to take care of, inter alia, financial and operational risks. In-house independent Internal Audit team acts as a pillar to support the control objectives. The Company also has a well-functioning Whistle Blower Policy in place to report any misdoing. Based on management's assessment and testing of controls, it is concluded that the Company has proper internal financial controls which are considered adequate and operating effectively.

CAUTIONARY STATEMENT

Statement in Management Discussion and Analysis may be forward looking within the meaning of applicable securities laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. The Company assumes no responsibilities in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

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

Place: New Delhi
Date: 30th August 2017

Pratap Burman
Chairman

ANNEXURE B- to Directors' Report
Form No. MGT-9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

Extract of Annual return
As on financial year ended on 31.03.2017

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1976PLC008036
2.	Registration Date	16/01/1976
3.	Name of the Company	ROTOGRAPHICS (INDIA) LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non Government Company
5.	Address of the Registered office & contact details	E-49/303,Dazall House, Jawahar Park, Laxmi Nagar Delhi 110092
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153A 1st Floor Okhla Industrial Area Phase 1 New Delhi 110020 Concerned person:-Virender Rana Email: virenr@skylinerta.com

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of Textile, Fabrics	46411	91.89

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]

S. N0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
Not Applicable			

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April 2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) INDIAN									
a) Individual/HUF	946600	0	946600	26.28	946600	0	946600	26.28	0
b) Central Govt	0	0	0	0	0	0	0	0	0

c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	893700	0	893700	24.82	893700	0	893700	24.82	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total(A)(1)	**1840300**	**0**	**1840300**	**51.10**	**1840300**	**0**	**1840300**	**51.10**	**0**
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other….	0	0	0	0	0	0	0	0	0
Sub Total(A)(1)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	**1840300**	**0**	**1840300**	**51.10**	**1840300**	**0**	**1840300**	**51.10**	**0**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	998500	143800	1142300	31.72	998601	143800	1142401	31.72	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14500	133100	147600	4.10	27099	120400	147499	4.10	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	52000	350000	402000	11.16	52000	350000	402000	11.16	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	69100	69100	1.92	0	69100	69100	1.92	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign									
Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	**1065000**	**696000**	**1761000**	**48.90**	**1077700**	**683300**	**1761000**	**48.90**	**0**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1065000**	**696000**	**1761000**	**48.90**	**1077700**	**683300**	**1761000**	**48.90**	**0**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**2905300**	**696000**	**3601300**	**100**	**2918000**	**683300**	**3601300**	**100**	**0**

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 01-April 2016]			Shareholding at the end of the year[As on 31-March-2017]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pratap Burman	578600	16.06	0	578600	16.06	0	0
2.	Chanchala Burman	321700	8.93	0	321700	8.93	0	0
3.	Pratap Burman HUF	46300	1.29	0	46300	1.29	0	0
4.	Flowpack India Pvt. Ltd	296600	8.24	0	296600	8.24	0	0

5.	Praxton Associates Pvt Ltd	408700	11.35	0	408700	11.35	0	0
6.	Arms Advisory Services Pvt Ltd	188400	5.23	0	188400	5.23	0	0
	Total	1840300	51.10	0	1840300	51.10	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	No Changes in the promoters shareholdings from 1-4-2016 to 31-3-2017			
2.	Date wise increase/ decrease in promoters' share-holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.)				
3.	At the end of the year				

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	**For Each of the Top 10 Shareholders**	**Shareholding at the beginning of the year**		**Shareholding at the end of the year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1.	Agbros Fincap Pvt. Ltd	386500	10.73	386500	10.73
2.	Himgiri Finvest Pvt. Ltd	264000	7.33	263900	7.33
3.	S S Infosolution Pvt Ltd	190000	5.28	190000	5.28
4.	Kapivar Finlease Pvt. Ltd	158000	4.39	158000	4.39
5.	Haripuri Estates Pvt. Ltd	110800	3.08	110800	3.08
6.	Pradeep Narayan	100000	2.78	100000	2.78
7.	Kajol Ghosh	95000	2.64	95000	2.64
8.	Rabindra Nath Das	95000	2.64	95000	2.64
9.	Rajiv Bhatia	52000	1.44	52000	1.44
10.	Manu Mehta	30000	0.83	30000	0.83

E) **Shareholding of Directors and Key Managerial Personnel:**

S.No.	Director/KMP Name	Shareholding at the beginning of the year		Date of Increase/ Decrease in Promoters share-holding	Allotment/Transfer /Bonus/Sweat equity Etc. No. of shares	Cumulative share during the year	
		No. of shares	% of Total Shares of the company			No. of shares	% of Total Shares of the company
1.	Pratap Burman	578600	16.07	0	0	578600	16.07
2.	Chanchala Burman	321700	8.93	0	0	321700	8.93
3.	Anil Kumar	0	0	0	0	0	0
4.	Naresh Kumar Bansal	0		0	0	0	0
5.	Bapi Karmakar	0	0	0	0	0	0
6.	Surendran Paramu*	300	0.0083	0	0	300	0.0083
7.	Mohd Sagir	0	0	0	0	0	0

Note*- Surendran Paramu Appointed as Independent Director from 26.09.2016

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	650000	-	650000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	650000	-	650000
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	125000	-	125000
Net Change	-	125000	-	125000
Indebtedness at the end of the financial year				
i) Principal Amount	-	525000	-	525000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	525000	-	525000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager
1	**Gross salary**(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961(b) Value of perquisites u/s 17(2) Income-tax Act, 1961(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00
2	**Stock Option**	-
3	Sweat Equity	-
4	Commission- as % of profit- Others, specify...	0.00
5	Others, please specify (perquisites)	0.00
	Total (A)	0.00

b) Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors	NIL	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

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

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross salary	Bapi Karmakar	Mohd Sagir	Naresh Kumar Bansal	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	3,00,000	Nil	3,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify…	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	Nil	3,00,000	Nil	3,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERSIN DEFAULT					
Penalty					
Punishment					
Compounding					

NONE

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

Place: New Delhi
Date: 30th August 2017

Pratap Burman
Chairman

Annexure - C to Directors' Report

Company continues to lay great emphasis on the broad principles of Corporate Governance. The Company views corporate governance in its widest sense, almost like trusteeship. The Company's philosophy on corporate governance is to enhance the long-term economic value of the company, sustainable return to its stakeholders i.e. the society at large, by adopting best corporate practices in fair and transparent manner and by aligning interest of the company with that of its shareholders/ other key stakeholders. Corporate governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of company's objects with a view to translate opportunities into reality. The detailed report on implementation by the Company, of the Corporate Governance Code as incorporated in SEBI (LODR) Regulation 2015.

Company's Philosophy on Corporate Governance

Your company's philosophy on corporate governance is very crystal clear and your directors at the Board level assume great faith in managing the affairs of the company as per the prudent norms of corporate governance suggested by SEBI. Hereunder the report of Directors on the practices of Corporate Governance prevalent in the Company in terms of clause 49 of Listing Agreement:

Board of Directors

In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management.

Composition of Board

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors and Independent Directors.

The Board of Directors presently consists of six Director out of which 3 are executive and 3 are non executive Director with one Non Independent women Director. The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanship /Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, section 8 companies, and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Name of Director	Category	Attendance particulars		No of Directorship and other committee membership/chairmanship			Relationship with other director	No. of shares held by Non Executive Director
		Board Meeting	Last AGM	Director ship	Committee Membership	Chairman ship		
Bapi Karmakar DIN: 02404342	Executive Director & Chief Executive Officer	7	Yes	2	2	Nil	NA	NA
Naresh Kumar Bansal DIN: 00681525	Executive Director & Chief Financial Officer	7	Yes	11	2	Nil	NA	NA
Chanchala Burman DIN: 00720455	Executive & Woman Director	4	Yes	3	Nil	Nil	Relative of Mr. Pratap Burman	NA

Name of Director	Category	Attendance particulars		No of Directorship and other committee membership/chairmanship			Relationship with other director	No. of shares held by Non Executive Director
		Board Meeting	Last AGM	Director ship	Committee Membership	Chairman ship		
Pratap Burman DIN: 00595389	Non-Executive Director	7	Yes	3	2	1	Relative of Mrs. Chanchala Burman	578600
Anil Kumar DIN: 06940017	Non-Executive & Independent Director	6	Yes	0	3	2	N.A.	NIL
Surendran Paramu DIN: 07602763	Non-Executive & Independent Director	2	Yes	0	3	Nil	N.A.	NIL

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company other than Sitting Fees for Board and Committee Meetings and professional fees for rendering services.

None of the Directors are related to each other except Mr. Pratap Burman and Mrs. Chanchala Burman who are spouses.

The Company ensures that all statutory, significant material information are placed before the Board /Committees of Directors for their noting / approval to enable them to discharge their responsibilities as trustees of the large family of shareholders. During the year, information on matters mentioned in terms of Regulation 17 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration. The Board periodically reviews compliance of all laws applicable to the Company.

Seven Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are 08th April 2016, 29th April 2016, 27th May 2016, 12th August 2016, 01st September 2016, 14th November 2016, 13th February 2017.

During the year, information as mentioned in Part A of schedule II of SEBI(Listing obligations & Disclosures)Regulation, 2015 requirement has been placed before the board meeting.

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various Programmes.
The details of such familiarization Programmes are disclosed on the website of the company at the following Link www.rotoindia.co.in

Scheduling and selection of Agenda items for Board Meetings

All departments of the Company schedule their work plans in advance, particularly with regard to matters requiring consideration at the Board / Committee Meetings.

Post meeting follow-up mechanism

Important decisions taken at the Board/Committee Meetings are promptly communicated to the concerned departments. Action Taken Report on decisions / minutes of previous meetings is placed at the succeeding meetings of the Board / Committee for noting.

Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing (Obligation and Disclosure Requirements) Regulation, 2015, a separate meeting of the Independent Directors of the Company was held on August 12, 2016 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and

reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting. Induction & Training of Board Members (Familiarization programme for Independent Directors) Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the Chairman and CEO on the Company's important aspects.

Evaluation of the Board's Performance

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc.

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

The Code of Conduct is available on the website of the company.

Board Committees

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

Audit Committee

The audit Committee comprises of one Non Executive (Independent) directors and one Executive director having financial management expertise. The chairman of the committee is independent Director, elected by the members of the committee. Mr. Anil Kumar, Chairman of the Audit Committee was present at the last Annual general Meeting.

Company reconstituted the Audit committee in Board meeting held on 14.11.2016 and four meetings of the Audit Committee were held during the year viz. on May 27, 2016, August 12, 2016, November 04, 2016 and February 13, 2017 respectively. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

Name	Status	Category	No. of Meetings Attended during the year 2016-17
Mr. Anil Kumar	Chairman	Non Executive and Independent Director	4
Mr. Naresh Kumar Bansal	Member	Executive Director	4
Mr. Surendran Paramu	Member	Independent Director	1
Mr. Mohd Sagir	Secretary	Secretary	4

Terms of reference: The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and

regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the performance of internal auditors. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.

The Audit Committee invites CEO, Chief Financial Officer, representative of Statutory Auditors and Internal Auditors for each meeting, to provide inputs on issues relating to accounts, taxation, internal audit finding, internal controls, risk managements etc. The company secretary acts as the secretary to the committee.

Nomination and Remuneration Committee

Name	Position	Category	No of Meetings Attended
Mr. Anil Kumar	Chairman	Non Executive Independent Director	1
Mr. Surendran Paramu	Member	Non Executive Independent Director	1
Mr. Pratap Burman	Member	Non Executive Non Independent Director	1

The Board has reconstituted the Nomination and Remuneration Committee in Board meeting held on 14.11.2016 and one meeting of the Nomination and Remuneration Committee were held during the year viz. 14.11.2016 .on. The composition of the Nomination and Remuneration Committee and details of their attendance at the meetings are as follows:

Mr. Anil Kumar, Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting.

Terms of reference: The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.

Stakeholders Relationship Committee

Company reconstituted the Stakeholders Relationship Committee in Board meeting held on 14.11.2016 and four meetings of Stakeholders Relationship committee were held during the year viz. on 27.05.2016, 12.08.2016, 14.11.2016 and 13.02.2017. The committee continues to perform its tasks under the companies Act, 2013 as well as newly introduced SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the Stakeholders Relationship Committee may be grouped under the following heads:

The Committee performs the following functions

- Transfer/Transmission of shares.
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The Stakeholder Relationship Committee looks into shareholders' and investors' grievances. Mr. Pratap Burman, Non-Executive Non-Independent Director is the Chairman of the Committee. The Board has designated Mr. Mohd Sagir, Company Secretary as the Compliance Officer.

The details of the meetings held during the year as under:-

Name	Position	Category	No. of Meetings Attended
Mr. Pratap Burman	Chairman	Non executive –Non Independent Director	4
Mr. Naresh Kumar Bansal	Member	Executive Director	4
Mr. Anil Kumar	Member	Independent Director	4
Mr. Surendran Paramu	Member	Independent Director	1

No. of investors' complaints received by the RTA/ Company during the year: 02

No. of complaints not solved to the satisfaction of shareholders during the year: Nil

No. of complaints pending as at 31st March, 2017: Nil

Warning against Insider Trading

Comprehensive guidelines advising and cautioning the management, staff and other relevant business associates on the procedure to be followed while dealing with the securities of the company have been issued and implemented.

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors which are as under-

Areas of Evaluation

1. Frequency of meetings attended.
2. Timeliness of circulating Agenda for meetings and descriptiveness.
3. Quality, quantity and timeliness of flow of information to the Board.
4. Promptness with which Minutes of the meetings are drawn and circulated.
5. Opportunity to discuss matters of critical importance, before decisions are made.
6. Familiarity with the objects, operations and other functions of the company.
7. Importance given to Internal Audit Reports, Management responses and steps towards improvement.
8. Avoidance of conflict of interest.
9. Exercise of fiscal oversight and monitoring financial performance.
10. Level of monitoring of Corporate Governance Regulations and compliance.
11. Adherence to Code of Conduct and Business ethics by directors individually and collectively.
12. Monitoring of Regulatory compliances and risk assessment.
13. Review of Internal Control Systems.
14. Performance of the Chairperson of the company including leadership qualities.
15. Performance of the Whole time Director.
16. Overall performance of the Board/ Committees.

Remuneration of Directors

a) There was no pecuniary relationship or transaction between the Non-Executive Directors and the company during the financial year 2016-2017

b) Criteria of making payments to Non-Executive Directors:

1. The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder.

2. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

3. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.

4. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company.

5. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

c) Details of Remuneration to Directors

During the financial year 2016-17, Company did not pay any remuneration to its directors due to inadequacy of profit. As per management report, your Company is trying to make its business profitable and working hard to find new opportunities of revenue for the company.

Related Party Transactions

There were no material contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013.

All Related Party Transactions in usual course were placed before the Audit Committee as also the Board for approval. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

Compliance with Accounting Standards

The financial statements are prepared in accordance with the accounting standards notified by the Central Government, in terms of section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act"), as applicable. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

General Body Meeting

The details of last three Annual General Meeting of the Company held are given below:

AGM	Date	Location of the Meeting	Whether Special Resolution Passed
41st	26th September 2016	26, Sundervan, Vasant Kunj New Delhi-110070	Yes
40th	30th September 2015	26, Sundervan, Vasant Kunj New Delhi-110070	Yes
39th	29th September 2014	26, Sundervan, Vasant Kunj New Delhi-110070	No

Means of Communication

Quarterly, half-yearly and annual financial results are communicated to the Bombay Stock Exchange at the BSE site and Ahmedabad Stock Exchange at Ahmedabad immediately after these are considered and approved by the Board; and thereafter regularly published in the prominent newspapers like The Pioneer (both English & Hindi) as required. Quarterly and annual financial statements, along with presentation on financial results and official news releases, are posted on our website: www.rotoindia.co.in. Further, all other price sensitive and other information is sent to the Stock Exchange where shares of the Company are listed, enabling them to display the same on their website.

SEBI Complaints Redressal System (SCORES)

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online Redressal of all the shareholders complaints. The Company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

General Shareholders' Information

A. Annual General Meeting:

Day:	Tuesday
Date:	26th Day of September 2017
Time:	10:30 A.M
Venue:	26, Sunder Van, Vasant Kunj, New Delhi -110070

B. Financial Calendar (tentative):

Financial Year:	1st April 2017 to 31st March 2018
First Quarter Results:	Second week of August, 2017
Half Yearly Results:	Second week of November, 2017

Third Quarter Results: Second week of February, 2018
Audited results for the Year ending 31st March, 2018: Fifth week of May, 2018

C. Date of Book Closure: 20th September, 2017 to 26th September, 2017

D. Stock Exchange on which the company's shares are listed

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

Jaipur Stock Exchange Limited withdrawn by SEBI for not fulfilling the condition given in circular MRD/DoP/SE/ Cir- 36 /2008 December 29, 2008 and CIR/MRD/DSA/14/2012 May 30, 2012 (Exit Circular 2012) issued by SEBI and the shares of the Company stand delisted from Delhi stock Exchange Limited w.e.f the date of the said exit order i.e. January 23, 2017 pursuant to the Exit Order of Securities Exchange Board of India in respect of Delhi Stock Exchange Limited ("DSE") dated 23rd January, 2017 vide no. WTM/SR/SEBI /MRD-DSA/04/01/2017 allowing exit to DSE w.e.f. January 23, 2017.

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

Monthly price and volumes of RGIL shares for 2016-17 at BSE, including indices

BSE LIMITED				
Month	**High Price**	**Low Price**	**Volume**	**Sensex (Close)**
April to July 2016	The shares of the Company not traded during such period on BSE Limited			
Aug 2016	12.50	12.50	100	28452.17
Sep 2016	15.17	13.12	56	27865.96
Oct 2016	18.30	15.90	70	27930.21
Nov 2016	17.40	12.85	696	26652.81
Dec 2016	12.25	12.25	104	26626.46
Jan 2016	12.25	12.25	1	27655.96
Feb 2016	11.65	11.10	75	28743.32
Mar 2017	10.55	10.03	50	29620.5

Chart of RGIL share with respect to the BSE Sensex

* Note: Both RGIL share prices and the market indices are indexed to 100 as on 31-08-2016.

Share Transfer System

In order to expedite the process of share transfers, the Board has delegated the power to approve share transfers to senior executives, who attend to share transfer formalities fortnightly. The Company has appointed Skyline Financial Services (P) Limited as Registrar and Share Transfer Agents (RTA) for physical transfer of securities as well as dematerialization/ rematerialization of securities.

Distribution of Shareholding as on 31st March, 2017

NumbersOf Share-Holders	% of Total Numbers of Shareholders	Share Holding of Value of Rs.	No. of Shares	Amount in Rs.	% to Total
413	78.07	Up to 5000	74025	740250	2.06
69	13.04	5001 to 10000	58000	580000	1.61
13	2.46	10001 to 20000	24275	242750	0.67
7	1.32	20001 to 30000	18500	185000	0.51
3	0.57	30001 to 40000	10500	105000	0.29
5	0.95	40001 to 50000	24500	245000	0.68
1	0.19	50001 to 100000	10000	100000	0.28
18	3.4	100001 and above	3381500	33815000	93.9
529	100.00	**Total**	3601300	36013000	100.00

Categories of Shareholding as on March 31, 2017

S No.	Shareholders	No. of Shares	% age
1	Indian Promoters	1840300	51.10
2	Foreign Promoters	0	0
3	UTI/Financial Institutions & Banks	0	0
4	Body Corporate	1142401	31.72
5	NRI/ OCB/ Clearing House/ Public Trust	69100	1.92
6	Foreign Institutional Investors	0	0
7	Indian Public	549499	15.26
	Total	3601300	100.00

Dematerialization of shares

The Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to handle dematerialization of shares. As on March 31, 2017, a total of 29,18,000 equity shares which form 81.03% of the share capital stand dematerialized including 100% of Promoters' holding.

Outstanding GDRs/ ADRs/ Warrants/ Convertible instruments

The Company has not issued Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments.

Commodity Price Risk/ Foreign Exchange Risk and Hedging

The Company did not engage in hedging activities.

Address for Correspondence:

(a) For Transfer of physical shares: (b) Request for dematerialization of shares Change of, mandates/ address Investor grievance or any other query	Skyline Financial Services (P) Limited D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110020 admin@skylinerta.com
(c) Registered Office:	E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, New Delhi - 110092 EMAIL: - info@rotoindia.co.in Website: www.rotoindia.co.in Telephone No.:- 011-042334176

Annexure - D to Directors' Report

Compliance Certificate

To,
The Members,
Rotographics (India) Limited

We have examined the compliance of conditions of Corporate Governance by Rotographics (India) Limited ('the Company'), for the year ended on 31st March, 2017, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing Agreements of the said Company with the BSE Limited and Ahmedabad Stock Exchange Limited.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring to compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Observation

We observed that Company tried to follow all the compliance of corporate governance provisions as specified in regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V which shall not apply to the Rotographics (India) Limited due to its Paid up capital of Rs. 3,60,13,000/- and its Networth Rs. 3,52,32,867/- which are less than the threshold limit given in regulation 15 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Ahmedabad Stock Exchange Limited.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For P.K.S & Associates
Company Secretaries

Place: New Delhi
Date: 21.05.2017

CS Prasant K Sarkar
CP No: 6534

ANNEXURE - E TO DIRECTORS' REPORT

Statement of particulars under Sections 134 (3) (q) and 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<table>
<tr><th colspan="2">Particulars</th><th colspan="3">Status</th></tr>
<tr><td rowspan="2">i)</td><td rowspan="2">Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year</td><td colspan="3">Number of times</td></tr>
<tr><td colspan="2">If total remuneration of the Director is considered</td><td>If total remuneration of the director excluding variable pay and commission is considered</td></tr>
<tr><td></td><td></td><td colspan="2">Bapi Karmakar Nil
Naresh Kumar Bansal Nil
Pratap Burman Nil
Chanchala Burman Nil</td><td>Nil
Nil
Nil
Nil</td></tr>
<tr><td>ii)</td><td>Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year</td><td colspan="3">Directors

Bapi Karmakar
Naresh Kumar Bansal
Pratap Burman
Chanchala Burman

Company Secretary
Mohd Sagir</td><td>%

Nil
Nil
Nil
Nil

Nil</td></tr>
<tr><td>iii)</td><td>Percentage increase in the median remuneration of employees in the financial year</td><td colspan="3">Nil</td></tr>
<tr><td>iv)</td><td>Number of permanent employees on the rolls of Company</td><td colspan="3">4</td></tr>
<tr><td>v)</td><td>Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration</td><td colspan="3">No increase in remuneration of employees and Key managerial Personnel.</td></tr>
</table>

ANNEXURE-F TO DIRECTORS' REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:-

1.	**Details of contracts or arrangements or transactions not at arm's length basis:**	There were no contracts or arrangements or transactions entered into during the year ended March, 2017, which were not at arm's length basis
2.	**Details of material contracts or arrangement or transactions at arm's length basis:**	**NIL**
	a) Name(s) of the related party and nature of relationship:	
	b) Nature of contracts/arrangements/ transactions:	
	c) Duration of the contracts / arrangements/ transactions:	
	d) Salient terms of the contracts or arrangements or NIL transactionsincluding the value, if any:	
	e) Date(s) of approval by the Board, if any:	
	f) Amount paid as advances, if any:	

ANNEXURE-G TO DIRECTORS' REPORT

BOARD EVALUATION

As per the Schedule IV of the Companies Act, 2013, your company has framed a code of conduct for Independent Director and Board and Senior Management of the Company duly approved by the Board. The Code of Conduct framed by the Board contained the criteria of Performance Evaluation of the Independent Directors and as per the format decided by the Board from time to time.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director, performance of Board and its committees.

Parameters of reviewing the performance of the Independent Directors are like whether

a) Director comes well prepared and informed for the Board/Committee Meeting(s)

b) Director demonstrated a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits?

c) Director has ability to remain focused at a governance level in Board/Committee meetings?

d) Director upholds ethical standards of integrity and probity?

e) Director exercises objective independent judgement in the best interest of Company?

f) Director helps in bringing independent judgement during board deliberations on strategy, performance, risk management etc?

g) Director maintains high level of confidentiality?

Parameters of reviewing the performance of the Board Committee are like whether

a) The Committee of the Board are appropriately constituted?

b) The terms of reference for the committee are appropriate with clear defined roles and responsibilities?

c) Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members?

d) Committee makes periodically reporting to the Board along with its suggestions and recommendations?

e) The amount of responsibility delegated by the Board to each of the committees is appropriate?

f) The performance of each of the committees is assessed annually against the set goals of the committee?

g) The reporting by each of the committees to the Board is sufficient?

Parameters of reviewing the performance of the Board are like whether

a) The Board has appropriate expertise and experience to meet the best interest of the Company?

b) The board has appropriate combination of industry knowledge and diversity (gender, experience, background)?

c) The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail?

d) The Board meetings encourage a high equality of discussions and decision making?

e) The Board has developed strategic plan/policies and the same would meet the future requirement of the Company?

f) It is monitoring the implementation of long term strategic goals?

g) The Board is well informed on all issues (short and long term) being faced by the Company?

Parameters of reviewing the performance of the Chairman is like whether

a) The Chairperson actively manages shareholder, board, management and employee relationships and interests?

b) The Chairperson meets with potential providers of equity and debt capital, if required?

c) The Chairperson manages meetings effectively and promotes a sense of participation in all the Board meetings.

d) The Chairperson is an effective leader?

e) The Chairperson promotes effective participation of all Board members in the decision making process?

f) The Chairperson promotes the positive image of the Company?

g) The Chairperson promotes continuing training and development of directors?

The obtaining and consolidation of feedback from all Directors for the evaluation of the Board and its Committees, Individual Directors (i.e. Independent and Non Independent Directors), were co-ordinate by the Chairman of the Board and the feedback received was discussed in the meeting in case of evaluation of the Board and Committee and was discussed with Individual Directors in case of their evaluation.

The evaluation of Chairperson was co-ordinate by the Chairman of the Independent Directors meeting.

ANNEXURE - H TO DIRECTORS' REPORT

Secretarial Audit Report
For The Financial Year Ended 31st March, 2017

Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

To,
The Members,
Rotographics (India) Limited
E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar New Delhi-110092
Ph.: 011-42334176, 47366600
Email id: info.rotoindia.co.in
Website: www.rotoindia.co.in

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

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We further report that maintenance of proper and updated books, papers Minutes Book, filing of forms and returns, with applicable statutory authority is responsibility of management of the company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minutes book, forms and returns filed and other records maintained by the company and produced before us for the financial year ended on 31st March,2017, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and The Companies Act, 1956 (to the extent applicable during our Audit Period) and the Rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent the same was applicable to the company;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any share capital under the said Regulations during the financial year under review;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 -Not applicable as the Company has not issued any options/ shares under the said Regulations during the financial year under review;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as Company has not issued and listed any Debt Securities during the financial year under review;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to issue and share transfer agent during the financial year under review;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not applicable as the Company has not bought back any of its securities during the year under review;

We have also examined compliances with applicable clauses of the following:-

(i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f.1st July, 2015 and

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on the above said information provided by the company, we report that during the financial year under report, the company has complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act,2013 and Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent mentioned below:-

(i) In an instance, it is noticed that Company has intimated the Stock Exchange(s) the outcomes / information of meetings of board of directors beyond the prescribed time as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) In an instance, the Company has not simultaneously published the Notice of Board Meeting in news papers with the submission of the same to the Stock Exchange(s).

We further report that compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

MANAGEMENT RESPONSIBILITY

i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;

ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;

iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;

iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;

v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required;

vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

c) Based on general review of compliance mechanisms established by the Company and on basis of management representations, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received if any from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

d) The Company has no specific events which could have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above during the audit period except as follows.

For P.K.S & Associates
Company Secretaries

Place: New Delhi
Date: 21.05.2017

CS Prasant K Sarkar
CP No: 6534

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE 1' and forms an integral part of this report.

ANNEXURE – 1 TO SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2017

To,
The Members,
Rotographics (India) Limited
E-49/303, Dazall House, Jawahar Park,
Laxmi Nagar New Delhi 110092
Ph.: 011-42334176, 47366600
Email id: info.rotoindia.co.in
Website: www.rotoindia.co.in

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For P.K.S & Associates
Company Secretaries

Place: New Delhi
Date: 21.05.2017

CS Prasant K Sarkar
CP No: 6534

ANNEXURE - I TO DIRECTORS' REPORT

CEO And CFO Certification under Regulation 17(8) Of SEBI (LODR) Regulations, 2015

To

The Board of Directors of
Rotographics (India) Limited

In relation to the Audited Financial Accounts of the Company as at March 31, 2017, we hereby certify that

a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief.

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:-

i) significant changes in internal control over financial reporting during the year;

ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

Place: New Delhi
Date: 21st May 2017

Bapi Karmakar	**Naresh Kumar Bansal**
CEO	**CFO**

ANNEXURE-J TO DIRECTORS' REPORT

FORM NO. AOC-1

[Pursuant to first Proviso to sub-section-(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of the subsidiaries/Associates companies/Joint Ventures

Part-A (Subsidiaries)

(Amount in Rs.)

S.No.	PARTICULARS	DETAIL
1.	Serial Number	NIL
2.	Name of the Subsidiary	NIL
3.	Reporting Period of the Subsidiary	NIL
4.	Share Capital	NIL
5.	Reserves & Surplus	NIL
6.	Total Assets	NIL
7.	Total Liabilities	NIL
8.	Investments	NIL
9.	Turnover	NIL
10.	% of Shareholding	NIL

*There are no subsidiaries of the Company.
** There are no subsidiaries which have been liquidated or sold during the year.

Part- B Associates & Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates and Joint Ventures

The Company has no Associates Companies and Joint Ventures.

KUMAR GROVER & CO
CHARTERED ACCOUNTANTS,

255, Kailash Hills,
New Delhi - 110065

Independent Auditor's Report

TO,
THE MEMBERS,
ROTOGRAPHICS (INDIA) LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Rotographics (India) Limited ('the Company'), which comprise the balance sheet as at 31st March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (" the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017 and its profit & Loss and its cash flow for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of section 143 of the Act , we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:

   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

   c) the Balance Sheet, the Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account.

   d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act; and

   f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. the company has no pending litigation which impacts on its financial position in its financial statements.

      ii. the company did not have any long term contracts including derivatives contracts for which there was any material foreseeable losses.

      iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

      iv. The Company has provided requisite disclosures in the Schedule 12.1 of financial statement as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representation provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

For Kumar Grover &Co
Chartered Accountants
Firm Registration No. 001240N

Ravi Khanna, F.C.A
(Partner)
Membership No. 081011

Place: New Delhi
Date: 29.05.2017

Annexure A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the Members of the company on the standalone Financial Statements for the year ended March 31, 2017, we report that:

1.
   a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

   b) All fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancy was noticed on such verification.

   c) In our opinion and according to the information and explanation given to us, during the year, substantial part of fixed assets have not been disposed off by the company.

2. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

3. According to the information and explanation given to us, the company has not granted any loans , secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the registered maintained u/s 189 of the Companies Act,2013 during the year.

4. In our opinion and according to the information and explanations given to us, the company has not granted any loans, guarantees and securities in respect of which provisions of Section 185 and 186 of the Companies Act, 2013, are applicable during the year.

5. The company has not accepted any deposits from the public.

6. According to the information given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of any of the Company's products.

7.
   a) According to the Book and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management Representations, undisputed statutory dues which are applicable to the company including Income tax, Sales tax, Custom Duty, cess and other statutory dues have been regularly deposited by the company with the appropriate authorities.

   b) According to information and explanations given to us and the records of the company examined by us as on 31st March, 2017, there is no amount due in case of Income tax/Sales Tax/Custom Duty/cess in respect of which there is any dispute with any statutory authority.

8. The company does not have any loans or borrowings from any financial institution, banks or Government during the year.

9. The company did not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

10. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided any managerial remuneration due to inadequate profits during the year.

12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company.

13. According to the information and explanations given to us and based on our examination of the records of the company, there are no transactions with the related parties. Hence section 177 and 188 of the Companies Act, 2013 are not applicable to the company.

14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non–cash transactions with directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable. Company does not have a holding or an associate company.

16. According to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

For Kumar Grover &Co
Chartered Accountants
Firm Registration No. 001240N

Ravi Khanna, F.C.A
(Partner)
Membership No. 081011

Place: New Delhi
Date: 29.05.2017

Annexure-B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the accompanying standalone financial statements of **Rotographics (India) Limited** ('the Company'), which comprise the balance sheet as at 31st March 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company, which is company incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Kumar Grover &Co
Chartered Accountants
Firm Registration No. 001240N

Ravi Khanna, F.C.A
(Partner)
Membership No. 081011

Place: New Delhi
Date: 29.05.2017

ROTOGRAPHICS (INDIA) LIMITED

Balance Sheet as at 31 March, 2017

CIN : L74899DL1976PLC008036

Particulars	Note No.	As at 31 March, 2017	As at 31 March, 2016
`		Amount	Amount
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	36,013,000	36,013,000
Reserves and surplus	4	(780,133)	(872,309)
		35,232,867	35,140,691
Non-current liabilities			
Long-term liabilities	5	400,000	680,000
Deferred Tax Libilities(net)		12,035	291
Long-term Borrowing		-	-
Long-Term Provisitons		-	-
		4,12,035	680,291
Current liabilities			
Short term borrowings		5,25,000	650,000
Trade payables		9,056,703	2,749,752
Other current liabilities	6	288,336	286,862
Short-term provisions	7	171,500	135,778
		10,041,539	3,822,392
TOTAL		**45,686,441**	**39,643,374**
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	**8**	82,518	96,454
Intangible assets		-	-
Capital work -in-progress		-	-
		82,518	96,454
Non-current investments	**9**	15,971	15,971
Long-Term Loans and advances		-	-
Other non Current Assets		25,76,250	-
		25,92,221	15,971
Current assets			
Current Investments		-	-
Inventories	**10**	-	5,13,618
Trade receivables	**11**	72,12,122	4,50,000
Cash and cash equivalents	**12**	4,55,248	4,19,169
Short-term loans and advances	**13**	35,344,332	38,148,162
Other current assets		-	-
		43,011,702	39,530,949
TOTAL		**45,686,441**	**39,643,374**

See accompanying notes forming part of the financial statements.

As per our report of even date attached

FOR KUMAR GROVER & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(RAVI KHANNA)
Partner
Membership No. 081011

(PRATAP BURMAN)
Chairman
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date: 29th May, 2017

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

Statement of Profit and Loss for the year ended 31 March, 2017

CIN : L74899DL1976PLC008036

Particulars	Note No.	As at 31 March, 2017	As at 31 March, 2016
		Amount	Amount
Revenue			
Revenue from operations	14	12,025,740	9,968,432
Other income	15	281,330	-
(A) TOTAL REVENUE		**12,307,070**	**9,968,432**
Expenses :			
Cost of Materials Consumed		-	-
Purchases of stock-in-trade	16	9,819,432	8,983,363
Changes in inventories of finished goods, work-in-progress and stock-in-trade	17	513,618	(279,618)
Employee benefits expense	18	766,222	653,172
Depreciation and amortisation expense	8	56,787	68,781
Finance Cost		-	-
Other expenses	19	999,091	440,150
(B) TOTAL EXPENSES		**12,155,150**	**9,865,848**
(C)Profit / (Loss) before exceptional and extraordinary items and tax (A-B)		**151,920**	**102,584**
(D) Exceptional items		-	-
(E) Profit before and extraordinary Items and tax (C-D)		1,51,920	102,584
(F)Extraordinary Items		-	-
(G) Profit / (Loss) before tax (C-D)		**151,920**	**102,584**
(H) Tax expenses			
Current year tax expenses		48,000	33,000
Deferred tax		11,744	291
Total Tax		**59,744**	**33,291**
(I) Profit/(Loss) for the period from continuing operations (G-H)		**92,176**	**69,293**
(J) Profit/(Loss) for the period from discontinuing operations			
Tax Expense of discontinuing operations		-	-
(K) Profit/(Loss) for the period from discontinuing operations (after Tax)		-	-
(L) Profit / (Loss) operations [I-(J&K)]		**92,176**	**69,293**
Paid up equity share capital(Face Value Re. 10/- each)		36,013,000	36,03,000
Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year		(780,133)	(872,309)
Earnings per share (of 10/- each):	20		
Basic		**0.03**	**0.02**
Diluted		**0.03**	**0.02**

See accompanying notes forming part of the financial statements.

As per our report of even date attached

FOR KUMAR GROVER & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(RAVI KHANNA)
Partner
Membership No. 081011

(PRATAP BURMAN)
Chairman
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

Place: New Delhi
Date: 29th May, 2017

ROTOGRAPHICS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2017

		2016-2017	2015-2016
A.	Cash flow from operating activities		
	Net profit/(loss) before tax and extra ordinary items adjusted for	92,176	69,294
	Income tax	48,000	33,000
	Depreciation	56,787	68,781
	Operating profit before working capital changes	**196,963**	**171,075**
	Adjustment for changes in		
	Trade Receivables	(6,762,122)	14,840
	Loan & Advances	2,803,830	(1,167,542)
	Inventories	513,618	(279,618)
	Trade payables	6,344,147	(109,315)
	Cash generated from Operations	3,096,436	(1,370,560)
	Income tax	(48,000)	(33,000)
	Cash flow before extra ordinary items	**3,048,436**	**(1,403,560)**
	Extra ordinary items	11,743	291
	Net cash from operating activities	**3,060,179**	**(1,403,269)**
B.	Cash flow from investing activities		
	Investments	-	-
	Increase in other non current assets	(2,576,250)	-
	Short term borrowings	-	-
	Purchase of fixed assets (net)	(42,850)	(113,500)
	Net cash used in investing activities	**(2,619,100)**	**(113,500)**
C.	Cash flow from financing activities		
	Proceeds from issue of share capital	-	-
	Proceeds from short term borrowings	(125,000)	650,000
	Decrease from long term borrowings	(280,000)	-
		(405,000)	650,000
	Net cash used in financing activities		
	Net increase in cash & cash equivalents (A + B + C)	36,079	(866,769)
	Cash & Cash equivalents as at 1st April, (Opening Balance)	419,169	1,285,938
	Cash & Cash equivalent as at 31st March (Closing Balance)	**455,248**	**419,169**

See accompanying notes forming part of the financial statements.

As per our report of even date attached

FOR KUMAR GROVER & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(RAVI KHANNA)
Partner
Membership No. 081011

(PRATAP BURMAN)
Chairman
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date: 29th May, 2017

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2017

Note 3: Share capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	Rs.	Number of shares	Rs.
Authorised : Equity shares of 10/- each with voting rights	5,000,000	50,000,000	5,000,000	50,000,000
Issued : Equity shares of 10/- each with voting rights	3,893,300	38,933,000	3,893,300	38,933,000
Subscribed & Paid up : Equity shares of 10/- each with voting rights	3,601,300	36,013,000	3,893,300	38,933,000
Less: Forfeited Shares	-	-	(292,000)	(1,460,000)
Total	**3,601,300**	**36,013,000**	**3,601,300**	**36,013,000**

*** Company had forfeited and cancelled 2,92,000 partly paid shares amounting to Rs. 14,60,000/- during the previous year.**

Notes:

3.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

✍ Details to be given for each class of shares separately for Issued, Subscribed and fully paid up and Subscribed but not fully paid up, as applicable.

Particulars	Opening Balance	Fresh issue	Reduction of capital (forfeited partly paid share)	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2017				
- Number of shares(including partly paid up shares)	**3,601,300**	**-**	**-**	**3,601,300**
- Amount (Rs.10/- each)	**36,013,000**	**-**	**-**	**36,013,000**
Year ended 31 March, 2016				
- Number of shares(including partly paid up shares)	**3,601,300**	-	-	**3,601,300**
- Amount (Rs.10/- each)	**36,013,000**	-	-	**36,013,000**

3.2 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Pratap Burman	578,600	16.07	578,600	16.07
Chanchala Burman	321,700	8.93	321,700	8.93
Praxton Associates Pvt. Ltd.	408,700	11.35	408,700	11.35
Himgiri Finvest Pvt. Ltd.	263,900	7.33	264,000	7.33
Agbros Fincap Pvt. Ltd.	386,500	10.73	386,500	10.73
Arms Advisory Services Pvt. Ltd.	188,400	5.23	188,400	5.23
S.S Infosolution Pvt. Ltd.	190,000	5.28	190,000	5.28
Flowpack India Pvt. Ltd.	296,600	8.24	296,600	8.24
TOTAL	**2,634,400**	**73.16**	**2,634,500**	**73.16**

Note 4 Reserves and surplus

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
(a) General reserve		
Opening balance	-	-
Add: Transferred from surplus	-	-
Less: Utilised / transferred during the year for:	-	-
Issuing bonus shares	-	-
Others	-	-
Closing balance	**-**	**-**
(b) Capital Reserve*		
Opening balance	1,460,000	-
Add: Transferred during the year	-	1,460,000
Closing balance	1,460,000	1,460,000
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-2,332,309	-2,242,312
Add: Profit / (Loss) for the year		
Amounts transferred from Statement of Profit and Loss:	92,176	69,293
Deffered tax liabilities adjusted	-	1,60,905
Less: Dividends proposed to be distributed to equity shareholders	-	-
Adjustment for Accumulated Depreciation	-	3,20,195
Transferred to General reserve	-	-
Closing balance	**-2,240,133**	**-2,332,309**
Total Reserves and surplus (a+b+c)	**-780,133**	**-872,309**

Note: *(Amount of forfeited shares transferred to Capital Reserve during the previous year)

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2017

Note 5 Long Term liabilities

Particular	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Other loans (Unsecured)		
Unsecured loan	400,000	680,000
Total Amount	**400,000**	**680,000**

Note 6 Other current liabilities

Particular	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Other payables		
Statutory due payble	2,88,336	2,86,862
Total Amount	**2,88,336**	**2,86,862**

Note 7 Short-term provisions

Particular	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Provision for employees salary & benefits:		
Provision for Salary	88500	64000
Provision for Incentive	-	-
Provision for Leave Encashment	-	-
	88,500	64,000
Other provisions:		
Provision for tax	48000	33000
Provision - Audit Fee	15000	17154
Provision - Other Expenses	20000	21623
	83,000	71,777
Total Amount	**171,500**	**135,777**

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2017

Tangible assets	Gross block				
	Balance as at 1 April, 2016	Additions	Disposals	Other adjustments*	Balance as at 31 March, 2017
	Rs.	Rs.	Rs.	Rs.	Rs.
Plant & Machinery	42,000	42,850	-	-	84,850
Office equipment	29,000	-	-	-	29,000
Furniture & fittings	42,500	-	-	-	42,500
Total	113,500	42,850	-	-	1,56,350
Previous year	7,733,609	113500	-	-	7,847,109

Tangible assets	Accumulated depreciation					Net block	
	Balance as at 1 April, 2016	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Other adjustments*	Balance as at 31 March, 2017	Balance as at 31 March, 2017	Balance as at 31 March, 2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Plant & Machinery	6,178	36,675	-	-	42,853	41,997	35,822
Office equipment	6,375	10,243	-	-	16,618	12,382	22,625
Furniture & fittings	4,493	9,869			14,362	28,138	**38,007**
Total	**17,046**	**56,787**	**-**	**-**	**73,833**	**82,517**	**96,454**
Previous year	**7,361,679**	**68,781**	**-**	**320,195***	**7,750,655**	**96,454**	**3,71,930**

Note:

* Adjusted Accumulated depreciation of the assets which were depreciated over the period/ its useful life

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2017

Note-9-Non curent Investment

	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		Rs.	Rs.
A	**Trade Investments**		
	(b) Investment in Properties	-	-
	(b) Investment in Equity instruments	-	-
	(c) Investments in preference shares	-	-
	(d) Investments in Government or Trust securities	-	-
	(e) Investments in debentures or bonds	-	-
	(f) Investments in Mutual Funds	13,971	13,971
	(g) Investments in partnership firms*	-	-
	(h) Other non-current investments (specify nature)	-	-
	Total (A)	**13,971**	**13,971**
B	**Other Investments**		
	(a) Investment Properties	-	-
	(b) Investment in Equity instruments	2,000	2,000
	(c) Investments in preference shares	-	-
	(d) Investments in Government or Trust securities	-	-
	(e) Investments in debentures or bonds	-	-
	(f) Investments in Mutual Funds	-	-
	(g) Investments in partnership firms*	-	-
	(h) Other non-current investments (specify nature)	-	-
	Total (B)	**2,000**	**2,000**
	Grand Total (A + B)	**15,971**	**15,971**
	Less : Provision for dimunition in the value of Investments	-	-
	Total	**15,971**	**15,971**

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Aggregatge amount of quoted inviestments (Market Value)	33,746	31,349
Aggregatge amount of unquoted inviestments (Market Value)	-	-

Note 10 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
(a) Stock-in-trade (acquired for trading)	-	513,618
Goods-in-transit	-	-
	-	513,618
(b) Stores and spares	-	-
Goods-in-transit	-	-
Total Amount	**-**	**513,618**

Note 11 Trade receivables

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Trade receivables (outstanding for a period exceeding six months from the date they were due for payment)		
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
Other Trade receivables		
Unsecured, considered good	7,212,122	4,50,000
Doubtful	-	-
-		
	7,212,122	4,50,000
	7,212,122	4,50,000
Less: Provision for doubtful trade receivables	-	-
Total Amount	7,212,122	4,50,000

Note 12 Cash and cash equivalents

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
(a) Cash in hand	180,538	148,309
(b) Foreign Currency in hand	-	-
(c) Balances with banks		
(i) In current accounts	274,710	270,860
(ii) In deposit accounts (having remaining maturity of 12 month or less)	-	-
Total Amount	**4,55,248**	**4,19,169**

Note 12.1 Details of Specified Bank Notes (SBN) Held and transacted During the Period 08.11.2016 to 30.12.2016 is As under

Particulars	SBN	Notes	Total
Closing cash in hand as on 08.11.2016	35,500	441	35,941
Add: Permitted cash	-	150,000	150,000
Less: Permitted payments	9,000	87,792	96,792
Less: Amount Deposited in bank	26,500	-	26,500
Closing Cash in hand as on 30.12.2016	-	**62,649**	**62,649**

Note 13 Short-term loans and advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
(a) Loans and advances to employees		
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
Less: Provision for doubtful loans and advances	-	-
	-	-
(b) Balances with government authorities		
Unsecured, considered good		
(i) Income Tax Authorities		
- Advance Tax	35,582	35,582
- TDS	48,750	50,000
(ii) Sales Tax Deposit	-	40,080
	84,332	**125,662**
(c) Others: Loans & Advances		
Unsecured, considered good	35,260,000	38,022,500
Doubtful	-	-
	35,260,000	38,022,500
Less: Provision for other doubtful loans and advances	-	-
	35,260,000	**38,022,500**
Total Amount	**35,344,332**	**38,148,162**

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2017

Note 14 Revenue from operations

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Sale of products	11,050,740	9,113,390
Professional Receipts (Commission)	9,75,000	500,000
Miscellaneous Income	-	355,042
Total Revenue	**12,025,740**	**9,968,432**

Note 15 Other Income

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Excess Provision Written Back	706	-
Miscellaneous Income	2,80,624	-
Total Revenue	**2,81,330**	**-**

Note 16 Purchase of traded & services goods

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Fabric	9,819,432	8,983,363
Total Purchases	9,819,432	8,983,363

Note 17 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Inventories at the end of the year:		
Stock-in-trade	-	513,618
	-	513,618
Inventories at the beginning of the year:		
Stock-in-trade	513,618	234,000
	513,618	234,000
Net (increase) / decrease	**513,618**	**-279,618**

Note 18 Employee benefits expense

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
(i) Salaries and wages	7,50,412	648,482
(ii) Staff welfare expenses	15,810	4,690
Total Amount	**7,66,222**	**653,172**

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2017

Note 19 Other expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Adverisement	27,965	81,328
Books, Newspaper & Periodicals	-	270
Fees & Taxes	3,03,499	93,888
Bank Charges and Interest	2,036	625
Office Maintenance	14,221	3,490
Rent	1,20,000	1,20,000
EDP Expenses	12,000	15,870
Income tax	-	2,358
Travelling and conveyance Expenses	31,650	580
Telephone Postage & Fax	48,750	32,249
Printing and stationery	31,650	8,950
Legal and professional	48,750	63,366
Rebate & Discount	-	1
Payments to auditors (Refer Note (i) below)	15,000	17,175
Deferred Revenue Expenses W/off	2,86,250	-
Salex tax W/off	40,080	-
Miscellaneous Expenses	17,240	-
Total Amount	**9,99,091**	**4,40,150**

Note :

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	15,000	17,175
For taxation matters	-	-
For management services	-	-
Total Amount	**15,000**	**17,175**

Note 20 Earnings Per Share (EPS):

Basic/dilutive profit per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

Particular	Units	31 March, 2017	31 March, 2016
Basic Earnings Per Share:			
(A) Net profit / (loss) after tax	Rs.	92,176	69,293
(B) Weighted average number of equity shares used in computing basic earnings per equity share	No. of Shares	3,601,300	3,601,300
(C) Basic and diluted earnings/(loss) per equity share (A/B)	Rs.	0.03	0.02

Note 21 Related Party Disclosure :

Related party disclosure as required by Accounting Standards 18 are given below:

A) Relationships:
Category I - Directors, Key Management Personnel & their Relatives:

Mr. Pratap Burman	Director
Mrs. Chanchala Burman	Director
Mr. Anil Kumar	Director
Mr. Surendran Paramu	Director
Mr. Naresh Kumar Bansal	Chief Financial Officer
Mr. Bapi Karmakar	Chief Executive Officer
Mr. Mohd Sagir	Company Secretary

& Relative of Key Mangement Personnel

Category II - Enterprise having control & ownership over the reporting enterprise:

Praxton Associates Pvt. Ltd.
Arms Advisory Services Pvt. Ltd.
Flowpack (India) Pvt. Ltd.

B) Following transactions were carried out with related parties:

S. no.	Particular	Category	31 March, 2017	31 March, 2016
1	**Remuneration to Key Managerial Personnals :**			
	Mr. Mohd Sagir	I	3,00,000	75,000
	Ms. Neelam Nailwal		-	2,25,000
2	**Loans and advances from enterprise:**			
	Arms Advisory Services Pvt. Ltd.	II	5,25,000	-

Note 22 Additional information to the financial statements

Note	Particulars		
22	**Deferred tax:**		
	Particulars	**As at 31 March, 2017**	**As at 31 March, 2016**
		Rs.	Rs.
	Deferred tax (liability) / asset		
	Tax effect of items constituting deferred tax liability		
	On difference between book balance and tax balance of fixed assets	(12,035)	(291)
	On expenditure deferred in the books but allowable for tax purposes	-	-
	Tax effect of items constituting deferred tax liability	(12,035)	(291)
	Tax effect of items constituting deferred tax assets		
	On difference between book balance and tax balance of fixed assets	-	-
	On expenditure claimed in the books but disallowed under the Income Act	-	-
	Tax effect of items constituting deferred tax assets	-	-
	Net deferred tax (liability) / asset	(12,035)	(291)

Note	Particulars
1	**ACCOUNTING POLICIES** Significant accounting policies are summarized below:
1.1	**Basis of accounting and preparation of financial statements** The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
1.2	**Operating Cycle** Based on the nature of its activities, the Company has considered its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.
1.3	**Use of Estimates** The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provisions for impairment.
1.4	**Inventories** Inventories are valued at the lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods including freight, inventories recorded in the books as on 31st March, 2017 are based upon the physical verification done by managment by actual count, weight or measurement.
1.5	**Cash Flow Statements** Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of the non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company are segregated. The Statement has been prepared by the company in accordance with the requirement of Regulation 34 of SEBI (LODR) Regulation 2015 and is based on AS-3, issued by the ICAI.
1.6	**Cash And Cash Equivalent** Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
1.7	**Fixed Assets** Tangible assets are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use, less accumulated depreciation/ amortisation/ impairment losses, if any.
1.8	**Depreciation/Amortisation** Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

1.9 Revenue Recognition

Sale of goods

Sales are recognised, net of returns , on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales have been accounted excluding sales tax and value added tax.

1.10 Accounting for Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liability are reviewed at each Balance Sheet date for their realisability.

1.11 Foreign Currency Transactions

There are no foreign currency transactions involved during the year under review.

1.12 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments.

Long term Investments are carried at cost.

1.13 Employee Benefits

No Contribution to Provident Fund and no provision for gratuity has been made since there is no employee covered under the Provident Fund Act and Payment of Gratuity Act.

1.14 Earnings Per Share

Basic earnings per share is computed and disclosed using weighted average number of equity shares outstanding during the year. Since company does not fall in any of the categories, it is not required to disclose diluted earnings per share.

1.15 Provisions and contingencies

Disputed liabilities and claims against the Company including claims raised by fiscal authorities (e.g. Sales Tax , IncomeTax, Service Tax etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation are not provided for in accounts but disclosed in notes to accounts. A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

1.16 Segment reporting

The company runs in single segment hence segment reporting is not required.

ROTOGRAPHICS (INDIA) LIMITED

Notes forming part of the financial statements

Note	Particulars
2	**NOTES TO ACCOUNTS :**
2.1	The Revised Schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
2.2	**Contingent Liabilities** There are no contingent liabilities at the year ended on 31st March, 2017.

See accompanying notes forming part of the financial statements.
As per our report of even date attached

FOR KUMAR GROVER & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(RAVI KHANNA)
Partner
Membership No. 081011

(PRATAP BURMAN)
Chairman
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date: 29th May, 2017

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info.rotoindia.co.in

Regd. Office: E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi -110092

Form No. MGT-11

Proxy form

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

CIN:	L74899DL1976PLC008036
Name of the company:	ROTOGRAPHICS (INDIA) LIMITED
Registered office:	E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi -110092
Name of the member(s): Registered address: Email Id:Folio No./Client Id: DP ID:	

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual general meeting of the company, to be held on the 26th day of September 2017 at 10:30 A.M at 26, Sunder Van, Vasant Kunj, New Delhi -110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
	Ordinary Business
1	Adoption of Financial Statements, Reports of the Board of Directors and Auditors.
2	Re-appointment of Mr. Pratap Burman, (DIN: 00595389) as Director
3	Re-appointment of Mrs. Chanchala Burman, (DIN: 00720455) as Director
4	Ratification of Statutory Auditor for FY 2017-18

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

Signature of shareholder;
Signature of Proxy holder(s);

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

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info@rotoindia.co.in
Regd. Office: E-49/303, Dazall House, Jawahar Park, Laxmi Nagar, Delhi -110092

ATTENDANCE SLIP

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

PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT

I hereby record my presence at the 42nd Annual General Meeting to be held on Monday, 26th September 2017,at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 10:30 A. M.

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

ROUTE MAP OF THE VENUE OF AGM
26, Sunder van, Vasant Kunj New Delhi 110070