



Rotographics

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**Date: 02.09.2023**

Department of Corporate Services/Listing  
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: Annual Report for the Financial Year 2022-23**

**Dear Sir/Madam,**

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith copy of the Annual Report of the Company for the financial year 2022-23.

The Annual Report for the Financial Year 2022-23 is also available on Company's website [www.rotointia.co.in](http://www.rotointia.co.in)

This is for your information and records.

Thanking you,

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

**Sakshi Jain**  
**Company Secretary &**  
**Compliance Officer**

**Encl: As above**

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**ROTOGRAPHICS (INDIA) LIMITED**

CIN: L74899DL1976PLC008036

Regd: Off: Unit No 8 Ground Floor Pocket M, Sarita Vihar New Delhi 110076

Phone No. 011-47366600, Email Id: [info@rotointia.co.in](mailto:info@rotointia.co.in) Website: [www.rotointia.co.in](http://www.rotointia.co.in)

# **48<sup>th</sup>** **ANNUAL REPORT**

**2022-2023**



## **ROTOGRAPHICS (INDIA) LIMITED**

**CIN: L74899DL1976PLC008036**

**Regd off: Unit No. 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi-110076**  
**Ph.: 011-47366600 Email id: [info@rotoindia.co.in](mailto:info@rotoindia.co.in) Website: [www.rotoindia.co.in](http://www.rotoindia.co.in)**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Naresh Kumar Bansal	Director
Mrs. Chanchala Burman	Director
Mr. Bapi Karmakar	Director
Mr. Pratap Burman	Non Executive Director
Mr. Pramod Kumar	Independent Director
Mr. Monu	Independent Director

### CHIEF EXECUTIVE OFFICER

Mr. Bapi Karmakar

### CHIEF FINANCIAL OFFICER

Mr. Naresh Kumar Bansal

### COMPANY SECRETARY

Ms. Sakshi Jain\*\*

### AUDITORS

M/s. BAS & Co LLP  
Chartered Accountants,  
804, Pearl Omaxe Building, NSP,  
Delhi-110034, India

### BANKERS

**Canara Bank (Formerly Known As Syndicate Bank)**  
A-9 DDA Shopping Complex,  
Defence Colony, New Delhi 110024

### SECRETARIAL AUDITOR

M/s. V Kumar & Associates  
Company Secretaries  
New Delhi

### INTERNAL AUDITOR

Mr. Manish Gupta  
Chartered Accountants  
New Delhi

### REGISTRAR & SHARE TRANSFER AGENT

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

### REGISTERED OFFICE

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

\* W.e.f 12.07.2023

\*\* W.e.f 15.05.2023

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## NOTICE

Notice is hereby given that the 48<sup>th</sup> Annual General Meeting of the Members of Rotographics (India) Limited will be held on Friday, the 29<sup>th</sup> day of September 2023, via video conferencing / other audio visual mode at 10:30 A.M to transact the following business as:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2023, along with the reports of the Board of Directors and Auditors thereon; to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2023, along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Naresh Kumar Bansal (DIN: 00681525) 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. Naresh Kumar Bansal (DIN: 00681525) 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. To appoint M/s BAS & Co. LLP (LLPIN: AAC-3610) as the Statutory Auditor of the Company in casual vacancy

To consider and, if thought fit, with or without modification(s), to pass the following resolution(s) as an **Ordinary Resolution(s)**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force, **M/s BAS & Co. LLP (LLPIN: AAC-3610)**, Chartered Accountants (FRN: 323347E/E300008), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A P T & Co LLP, Chartered Accountants having Firm's registration no. 014621C/N500088;

**RESOLVED FURTHER THAT** M/s. BAS & Co. LLP (LLPIN: AAC-3610), Chartered Accountants (FRN: 323347E/E300008), be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting for the FY 2023-2024 and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March 2024 on such remuneration as may be mutually decided by the Board of Directors in consultation with Auditors.”

### SPECIAL BUSINESS

4. Appointment of Mr. Pramod Kumar (DIN: 08584716) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of the Articles of Association of the Company, Mr. Pramod Kumar (DIN: 08584716) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from July 12<sup>th</sup> 2023 and who holds the said office pursuant to

the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”

5. Appointment of Mr. Monu (DIN: 09766250) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of the Articles of Association of the Company, Mr. Monu (DIN: 09766250) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from July 12<sup>th</sup> 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”

**Place: New Delhi  
Date: 02.09.2023**

**Regd. Office: Unit No. 8, Ground Floor,  
Pocket-M, Sarita Vihar, New Delhi-110076  
Website: [www.rotointia.co.in](http://www.rotointia.co.in),  
Email: [info@rotointia.co.in](mailto:info@rotointia.co.in)  
Phone: 011-47366600**



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

**Sakshi Jain  
Company Secretary  
M No.: A67325**

## Notes:

1. in view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://rotoindia.co.in>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. 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.
9. The details of the Directors seeking appointment/ re-appointment at the 48th AGM are provided in Annexure-1 of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
10. In order to enable the Company to comply with MCA/SEBI circulars and to participate in the green initiative taken by Ministry of Corporate Affairs, the Company is sending this notice with Annual Report and would send all the future Notices and Communications to the e-mail addresses of the shareholders, whose e-mail IDs are registered with the Company/RTA or with the Depository. The Shareholders whose e-mail

Id's are not registered with the Company, are requested to register the same so that they would be able to receive the information in quick time and also it would be useful to the environment.

11. The Register of Members and the Share Transfer books of the Company will remain closed from 23<sup>rd</sup> September, 2023 to 29<sup>th</sup> September, 2023 (Both days inclusive).
12. Pursuant to SEBI (LODR) Regulations, 2015 and such other provisions as may be applicable, the Board of Directors has fixed Friday, September 22<sup>nd</sup>, 2023 as cut-off date for determining the Members who shall be entitled to vote through remote e-voting or e-voting at the AGM. A member who is not a member as on the cut-off date shall treat this notice for information purpose only.
13. Since the Annual General Meeting will be held through VC/OAVM without the physical presence of Members of the Company, the route map is not required.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 26<sup>th</sup> September 2023 at 9:00 A.M. and ends on 28<sup>th</sup> September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e 22<sup>nd</sup> September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September 2023.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

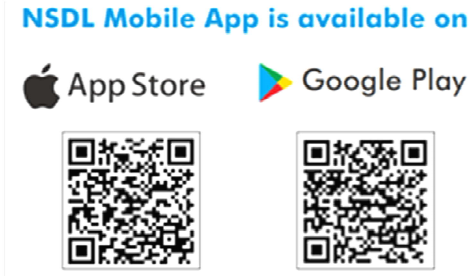
#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under <b>e-Voting services</b> and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.								
2.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.								
3.	A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.								
4.	Your User ID details are given below :								
	<table border="1"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td> <td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</td> </tr> <tr> <td>b) For Members who hold shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</td> </tr> <tr> <td>c) For Members holding shares in Physical Form.</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td> </tr> </tbody> </table>	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:								
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.								
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****								
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***								
5.	Password details for shareholders other than Individual shareholders are given below:								
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.								

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@rotoindia.co.in](mailto:info@rotoindia.co.in) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@rotoindia.co.in](mailto:info@rotoindia.co.in). If you are individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@rotoindia.co.in](mailto:info@rotoindia.co.in). The same will be replied by the company suitably.

### **6. PROCEDURE FOR INSPECTION OF DOCUMENTS:**

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
2. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [info@rotoindia.co.in](mailto:info@rotoindia.co.in) .
3. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 7 working days through email on [info@rotoindia.co.in](mailto:info@rotoindia.co.in). The same will be replied by the Company suitably.

### **7. OTHER INFORMATION:**

- a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses who are not in the employment of the Company and make, not later than 48 (Forty Eight) hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or to a person authorized by the Chairperson in writing who shall countersign the same.
- b) The Chairperson or the person authorized by her in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., September 29, 2023

**ANNEXURE- 1 TO THE NOTICE DATED 2<sup>ND</sup> SEPTEMBER 2023 – ITEM NO. 2****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.**

<b>Name of Director</b>	<b>Mr. Naresh Kumar Bansal</b>
<b>DIN</b>	00595389
<b>Age</b>	66 Years
<b>Qualification</b>	Graduate
<b>Experience in specific functional area</b>	Rich experience in Paper Industry
<b>Terms and Conditions of Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Naresh Kumar Bansal, who was appointed as Executive Director, is liable to retire by rotation
<b>Remuneration last drawn (FY 2022-23)</b>	NIL
<b>Remuneration proposed to be paid</b>	NIL
<b>Date of Appointment</b>	24.03.2014
<b>Shareholding in the Company as on March 31, 2023</b>	NA
<b>Relationship with other Directors / Key Managerial Personnel</b>	NA
<b>Number of meetings of the Board attended during the financial year (2023-23)</b>	05
<b>Directorships of other Companies*</b>	NIL
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2023*</b>	Chairman-1 Committee Member- 1 Committee

**\*Includes directorship/ Membership / Chairmanship of Committees in Rotographics (India) Limited and excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.**

## STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statements with respect to items under Special Business covered in the Notice of Meeting are given below:

### 4. Appointment of Mr. Pramod Kumar (DIN: 08584716) as an Independent Director of the Company

Mr Pramod Kumar, was appointed by the Board as an Additional Director with effect from July 12, 2023 consequent to his appointment as Independent Director of the company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr Pramod Kumar, as an Additional Director, holds office upto the date of this Annual General Meeting.

Pursuant to section 152 and 160 of the Companies Act, 2013, the company has received a notice from a member proposing candidature of Mr. Pramod Kumar. Mr. Pramod Kumar has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

### 5. Appointment of Mr. Monu (DIN: 09766250) as an Independent Director of the Company

Mr Monu, was appointed by the Board as an Additional Director with effect from July 12, 2023 consequent to his appointment as Independent Director of the company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr Monu, as an Additional Director, holds office upto the date of this Annual General Meeting.

Pursuant to section 152 and 160 of the Companies Act, 2013, the company has received a notice from a member proposing candidature of Mr. Monu. Mr. Monu has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

**Place: New Delhi**

**Date: 02.09.2023**

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

**Regd. Office: Unit No. 8, Ground Floor,  
Pocket-M, Sarita Vihar, New Delhi-110076  
Website: [www.rotointia.co.in](http://www.rotointia.co.in),  
Email: [info@rotointia.co.in](mailto:info@rotointia.co.in)  
Phone: 011-47366600**

**Sakshi Jain  
Company Secretary  
M No.: A67325**

## DIRECTORS' REPORT

To  
The Members of  
Rotographics (India) Limited

Your Directors have pleasure in presenting the 48<sup>th</sup> Annual Report, together with the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 in terms of the Companies Act 2013 and the rules & regulations made there under along with Regulation 33 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

### 1. SUMMARISED FINANCIAL HIGHLIGHTS

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

#### FINANCIAL RESULTS

(Rupees in Lakhs)

Particulars	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Sales and other income	20.60	16.51
Profit before Depreciation	2.11	1.96
Depreciation	0.02	0.02
Profit before tax	2.09	1.94
Profit after tax	1.55	1.07
Other comprehensive Income	0.02	0.01
Total comprehensive Profit	1.57	1.08
Earnings per share (in Rs.)(of Re. 10/- each)		
a) Basic (in Rs.)	0.04	0.03
b) Diluted (in Rs.)	0.04	0.03

### 2. COMPANY'S PERFORMANCE REVIEW

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

During the year under review your Company has achieved the gross revenue of Rs. 20.60 Lakhs as against Rs.16.51 Lakhs in the previous year.

### 3. DIVIDEND

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

### 4. TRANSFER TO GENERAL RESERVES

The Board of Directors of the Company has not proposed to transfer any amount to General Reserve during the year under review.

### 5. CHANGE IN NATURE OF BUSINESS, IF ANY

During Financial Year 2022-23, there was no change in the nature of business.



## 6. SHARE CAPITAL

As on 31st March, 2023, the Share Capital structure of the Company stands as under:

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

**Note: Company has Forfeited and Cancelled 2,92,000 Partly Paid Shares amounting to Rs. 14,60,000/- during the year 2016.**

## 7. ANNUAL RETURN

In accordance with the Section 92(3) of Companies Act, 2013, the Annual Return of the Company in the prescribed format is available at <http://www.rotaindia.co.in/Annual-Return.html>

## 8. BOARD MEETINGS HELD DURING THE YEAR

During the year under review, the Board of Directors meet 5 (Five) times and Independent Directors meet 1 (One) time as required under the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The maximum interval between any two meetings did not exceed 120 days. The details of the meetings are furnished in the Corporate Governance Report in **Annexure A-** forming part of this report.

## 9. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR

All Independent Directors have given declarations to the effect that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made there under and Listing Regulations.

## 10. 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.

## **11. 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 there are given in the Report on Corporate Governance as **Annexure A** forming part of this Annual Report.

## **12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The information related to Loans, Guarantees given and Investments made by the Company covered under the provisions of Section 186 of the Companies Act, 2013 and Companies (Meetings of Board and its Power) Rules, 2014 are given in the notes to the Financial Statements.

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

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

## **14. 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: Nil
- (ii) The steps taken by the company for utilizing alternate sources of energy: Nil
- (iii) The capital investment on energy conservation equipment: Nil

### **(B) TECHNOLOGY ABSORPTION:**

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

#### EXPENDITURE ON R& D

S. No.	Particulars	2022-23	2021-22
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:

There was no foreign exchange inflow or Outflow during the year under review 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.

#### 15. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of section 135 of the Companies Act, 2013, Corporate Social Responsibility (CSR) is not applicable to the Company during the year under review, so there are no disclosures required under section 134(3)(o) of the Companies Act, 2013.

#### 16. SECRETARIAL STANDARDS

The Company has complied with the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

#### 17. 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.

#### 18. RELATED PARTY TRANSACTION

All contracts/arrangement/transactions entered 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-B**, forming part of this report.

#### 19. 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.

#### 20. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request is given as annexed in **Annexure-C** forming part of this report.

## 21. 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 2022-23.

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, 2022, 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, 2023, 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, 2023;
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; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and are adequate and operating effectively.

## 22. 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.

Further that 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 Directors, Board of Directors is annexed in **Annexure-D** that forms part of this Board Report.

## 23. 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 **M/s V Kumar & Associates, Company Secretaries, New Delhi** to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2023. The Secretarial Audit Report in **Form MR-3** is annexed in **Annexure – E**, forming part of this report.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. covered under the Secretarial Audit. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## 24. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a Whistle Blower Policy/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/Vigil Mechanisms available on Company's website at [www.rotointia.co.in](http://www.rotointia.co.in) .

## **25. DIRECTORS / KEY MANAGERIAL PERSONNEL- APPOINTMENT, RE-APPOINTMENT & RESIGNATION**

### **I. APPOINTMENTS/RE-APPOINTMENTS& RESIGNATION**

During the year under review, there is no change in the board of Composition of the Company.

However after the closing of financial year, Mr. Pankaj Kumar Bansal and Mr. Rohit Kumar, the Independent Directors of the company resigned from their office with effect from 12<sup>th</sup> July, 2023.

The Board appointed Mr. Monu and Mr. Pramod Kumar as Independent Additional Directors who shall hold office till the ensuing Annual General Meeting. The independent Directors being eligible have consented to be re-appointed as the Independent Directors of the company in the ensuing Annual General Meeting.

### **II. RETIRE BY ROTATION**

In Accordance with the provision of section 152(6) of Companies Act, 2013, Mr. NARESH KUMAR BANSAL (DIN: 00681525), will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment as Director. The board recommended his re- appointment.

Brief resume of the Director, nature of his expertise in specific functional areas and details of his 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 48<sup>th</sup> Annual General Meeting of the Company.

### **III. 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) Ms. Sakshi Jain, Company Secretary (A-67325) w.e.f 15.05.2023

### **Moreover, during the year under review following changes were made in Key Managerial Personnel**

Mr. Ankit Bansal, Company Secretary, having Associate Membership No. A43226 resigned from the position of Company Secretary & Compliance Officer of the Company w.e.f 25.12.2022.

After the closure of the year, on the recommendation of the Nomination and Remuneration Committee of the Board, Ms. Sakshi Jain, a qualified Company Secretary having Associate Membership No. A67325 of the Institute of Company Secretaries of India was appointed by the Board of Directors as the Company Secretary & Compliance Officer and KMP of the Company w.e.f. 15<sup>th</sup> May, 2023.

The remuneration and other details of the KMP'S for the year ended 31<sup>st</sup> March, 2023 are mentioned in the Extracts of the Annual Return is available on the Company's website and can be accessed at [www.rotointia.co.in](http://www.rotointia.co.in).

## **26. CORPORATE GOVERNANCE**

As required under Regulation 34 (3) read with Schedule V (C) of the Listing Regulations a report on Corporate Governance are given in **Annexure – A** forming part of this report.

## **27. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report as "**Annexure-F**".

## **28. 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.

## **29. 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 has no significant / material impact.

## **30. 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.

## **31. 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) is not constituted due to the lack of number of female employees as required under the 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

## **32. 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.

## **33. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

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

## **34. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.

## **35. IMPACT OF COVID-19 PANDEMIC**

The COVID-19 epidemic has pushed the global economy and humanity into a disaster. The impact of covid-19 on India has been largely disruptive in terms of economic activity as well as a loss of human lives. Almost all the sectors have been adversely affected. The physical and emotional wellbeing of employees continues to be a top priority for the Company, with several initiatives to support employees and their families during the pandemic. Your Directors have been regularly reviewing with the Management, the impact of COVID-19 on the Company. During the 1st quarter of the year, your Company had to temporarily suspend operations for more than two month, keeping in mind the paramount need of safety of the employees. Your Company quickly took measures to ensure the safety of all employees and assured of their wellbeing.

The Board and the Management will continue to closely monitor the situation as it evolves and do its best to take all necessary measures, in the interests of all stakeholders of the Company.

## **36. AUDITORS**

### **(I) STATUTORY AUDITOR AND AUDITOR'S REPORT-**

**M/s A P T & Co LLP.**, Chartered Accountants having Firm's registration no. 014621C/N500088 were appointed as the Statutory Auditors of the Company to hold the office for a term of 5 years from the conclusion of the 45<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> day of September, 2020 until the conclusion of the 50<sup>th</sup> AGM of the Company.

After the closure of the Financial Year, the statutory auditor of the company had resigned from his office. The board took note of the same and on recommendation of the Audit Committee, the board appointed M/s BAS & Co. LLP (LLPIN: AAC-3610) in the casual vacancy and proposed the appointment till the conclusion of the AGM to be held in FY 2024.

### **(II) INTERNAL AUDITOR-**

Pursuant to provisions of section 138 of the Companies Act, 2013 the Company has appointed Mr. Manish Gupta, Chartered Accountant to undertake the Internal Audit of the Company. During the year internal Auditor has no observation.

## **37. LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS**

In Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report, Declaration regarding Non applicability of Corporate Governance Report and Director's declaration confirming compliance with the Code of Conduct has been made part of this report.

## **38. DISCLOSURE ABOUT THE APPLICABILITY OF COST AUDIT SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SECTION 148 OF THE COMPANIES ACT, 2013.**

The provision of the section 148 of the Companies' Act, 2013 read with Rules 14 of the Companies (Audit & Auditors) rules, 2014 is not applicable to the company.

## **39. 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.

4. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with status at the end of the financial year: NA
5. Details of difference between the amount of valuation done at the time of one time settlement and valuation done while taking loan from the Banks or Financial Institutions along with reasons thereof: NA

#### **40. GREEN INITIATIVES**

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 48<sup>th</sup> Annual General Meeting of the Company including the Annual Report for FY 2022-23 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

#### **41. EVENT OCCURRED AFTER BALANCE SHEET DATE**

No major events have occurred after the date of balance sheet of the Company for the year ended on March 31, 2023.

#### **42. ACKNOWLEDGEMENTS**

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, consultants, bankers and other authorities. The Directors also thank the Central and State Government of India and concerned Government Departments/ Agencies for their co-operation. The directors appreciate and value the contributions made by every member of the company.



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

**Naresh Kumar Bansal  
Chairman  
DIN: 00681525**

**Place: New Delhi  
Date: 02.09.2023**



## Annexure - A to Directors' Report

### Corporate Governance

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

### 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. The reports of Directors on the practices of Corporate Governance in the Company are as follows:

### 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 6 (Six) Directors out of which 3 (Three) are Executive and 3 (Three) are Non-Executive Director with 2 (Two) Independent Directors. 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	Directorship*	Committee Membership**	Chairmanship**		
Bapi Karmakar DIN: 02404342	Executive Director & Chief Executive Officer	5	Yes	1	Nil	Nil	N.A.	Nil
Naresh Kumar Bansal DIN: 00681525	Executive Director & Chief Financial Officer	5	Yes	1	2	Nil	N.A.	Nil
Chanchala Burman DIN: 00720455	Executive & Woman Director	4	Yes	2	Nil	Nil	Relative of Mr. Pratap Burman	321700*

Name of Director	Category	Attendance particulars		No of Directorship and other committee membership/chairmanship			Relationship with other director	No. of shares held by Non Executive Director
		Board Meeting	Last AGM	Directorship*	Committee Membership**	Chairmanship**		
Pratap Burman DIN: 00595389	Non-Executive Director	4	Yes	2	1	1	Relative of Mrs. Chanchala Burman	578600*
Pankaj Kumar Bansal DIN: 08773057	Non-Executive & Independent Director	5	Yes	1	1	2	N.A.	Nil
Rohit Kumar DIN: 09043471	Non-Executive & Independent Director	5	Yes	1	3	Nil	N.A.	Nil
Pramod Kumar# DIN: 08584716	Non-Executive & Independent Director	NA	NA	1	3	2	N.A.	Nil
Monu# DIN: 09766250	Non-Executive & Independent Director	NA	NA	1	3	Nil	N.A.	Nil

**\*Includes directorship in Rotographics (India) Limited and excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.**

**\*\* For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Limited Companies have been considered. Also includes the Memberships & Chairmanships in Rotographics (India) Limited.**

**\* The number of shares held by Directors are as on 31.03.2023.**

**#Appointed as Non - Executive Additional Independent Directors with effect from 12.07.2023.**

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.

5 (Five) Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are **30<sup>th</sup> May, 2022, 08<sup>th</sup> August, 2022, 29<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 14<sup>th</sup> February, 2023.**

During the year, information as mentioned in Part A of schedule II of SEBI (Listing Obligations & Disclosures) Regulation, 2015 has been complied with.

The Company has formulated a policy to familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

The details of such Familiarization Programmes are disclosed on the website of the Company at the following Link [www.rotointia.co.in](http://www.rotointia.co.in)

#### **Scheduling and Selection of Agenda items for Board Meetings**

All departments of the Company schedule their workplans 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 31<sup>st</sup>, 2022** 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 judgment, 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 [www.rotaindia.co.in](http://www.rotaindia.co.in).

### **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 Two Non-Executive (Independent) Directors and one Executive Director having financial management expertise. During the year, the Chairman of the Committee was Independent Director, elected by the Members of the Committee. Mr. Pankaj Kumar Bansal, the Chairman of the Audit Committee was present at the last Annual General Meeting.

4 (Four) meetings of the Audit Committee were held during year. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

<b>Name</b>	<b>Status</b>	<b>Category</b>	<b>No. of Meetings Attended during the year 2022-23</b>
Mr. Pankaj Kumar Bansal	Chairman	Non-Executive Independent Director	4
Mr. Rohit Kumar	Member	Non-Executive Independent Director	4
Mr. Naresh Kumar Bansal	Member	Executive Director	4

The Company Secretary acts as a Secretary of the Committee.

**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 management's etc.

#### **Nomination and Remuneration Committee**

One (1) meeting of the Nomination and Remuneration Committee was held during the year viz. **7<sup>th</sup> August, 2022**. The Composition of the Nomination and Remuneration Committee and details of their attendance at the meetings are as follows:

<b>Name</b>	<b>Position</b>	<b>Category</b>	<b>No. of Meetings Attended during the year 2022-23</b>
Mr. Pankaj Kumar Bansal	Chairman	Non-Executive Independent Director	1
Mr. Rohit Kumar	Member	Non-Executive Independent Director	1
Mr. Pratap Burman	Member	Non-Executive Non Independent Director	1

The Company Secretary acts as a Secretary of the Committee.

Mr. Pankaj Kumar Bansal, 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**

Three meetings of Stakeholders Relationship Committee were held during the year viz. on **5<sup>th</sup> April, 2022, 7<sup>th</sup> July, 2022 and 7<sup>th</sup> October, 2022**. The Committee continues to perform its tasks under the Companies Act, 2013 as well as 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. During the year, Mr. Pratap Burman, Non-Executive Non-Independent Director was the Chairman of the Committee. The Board has designated Ms. Sakshi Jain, Company Secretary as the Compliance Officer.

The Details of the Stakeholder Relationship Committee Meetings attended by directors during the year as under:-

Name	Position	Category	No. of Meetings Attended during the year 2022-23
Mr. Pratap Burman	Chairman	Non executive –Non Independent Director	3
Mr. Naresh Kumar Bansal	Member	Executive Director	3
Mr. Pankaj Kumar Bansal	Member	Non-Executive Independent Director	3
Mr. Rohit Kumar	Member	Non-Executive Independent Director	3

The Company Secretary acts as a Secretary of the Committee.

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

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

No. of complaints pending as at 31st March, 2023: 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 2022-23.**

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

- a. 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.
- b. 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.
- c. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- d. 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.
- e. 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 2022-23, Company did not pay any remuneration to its directors due to inadequacy of profit. As per management report, your Company is trying to make its business profitable and working hard to find new opportunities of revenue for the company.

### **Related Party Transactions**

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

All Related Party Transactions in usual course were placed before the Audit Committee as also the Board for approval. Suitable disclosure has been made in the standalone financial statements as required by the applicable accounting standards.

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

### **Disclosures**

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

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

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

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

## General Body Meeting

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

AGM	Date	Location of the Meeting	Whether Special Resolution Passed
47 <sup>th</sup>	29 <sup>th</sup> September 2022	via Video Conferencing/Other Audio Visual Mode	No
46 <sup>th</sup>	29 <sup>th</sup> September 2021	via Video Conferencing/Other Audio Visual Mode	No
45 <sup>th</sup>	30 <sup>th</sup> September 2020	via Video Conferencing/Other Audio Visual Mode	Yes*

\*Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Mrs. Chanchala Burman (DIN: 00720455), Executive Director of the Company, to continue to hold office of Executive Promoter Director of the Company notwithstanding that Mrs. Chanchala Burman (DIN: 00720455), has already crossed 75 years of age.

## 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.rotointia.co.in](http://www.rotointia.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:	Friday
Date:	29 <sup>th</sup> Day of September, 2023 (via VC/OAVM)
Time:	10:30 A.M
Venue:	via Video Conferencing /Other Audio Visual Mode

### B. Financial Calendar (tentative):

Financial Year:	1st April 2022 to 31st March 2023
First Quarter Results:	August 08, 2022

**Second Quarter/Half Yearly Results:** November 14, 2022

**Third Quarter Results:** February 14, 2023

**Fourth Quarter/Audited results for the Year ending 31st March, 2023:** Last Week of May, 2023 (30.05.2023)

**C. Date of Book Closure:** 23<sup>rd</sup> September, 2023 to 29<sup>th</sup> September, 2023

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

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

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

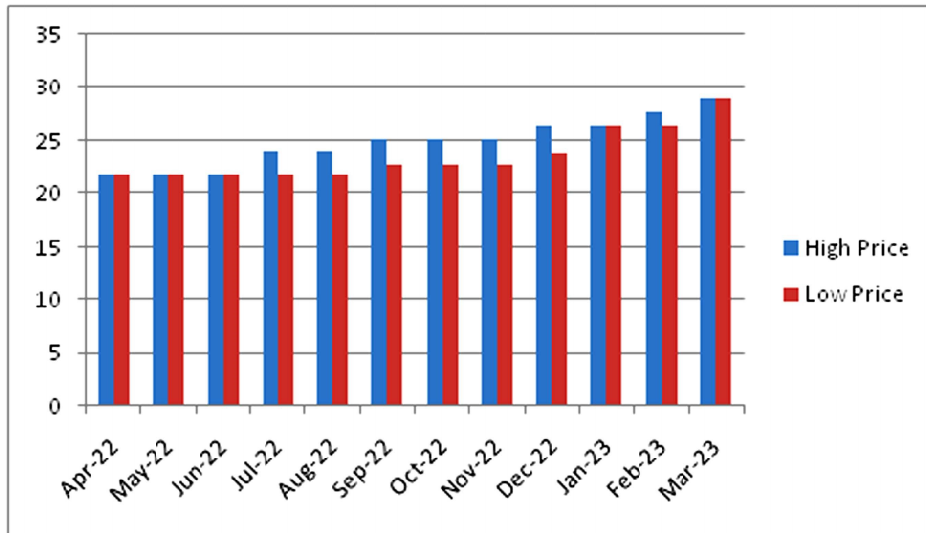
**Monthly price and volumes of RGIL shares for 2022-23 at BSE, including indices**

**BSE LIMITED**

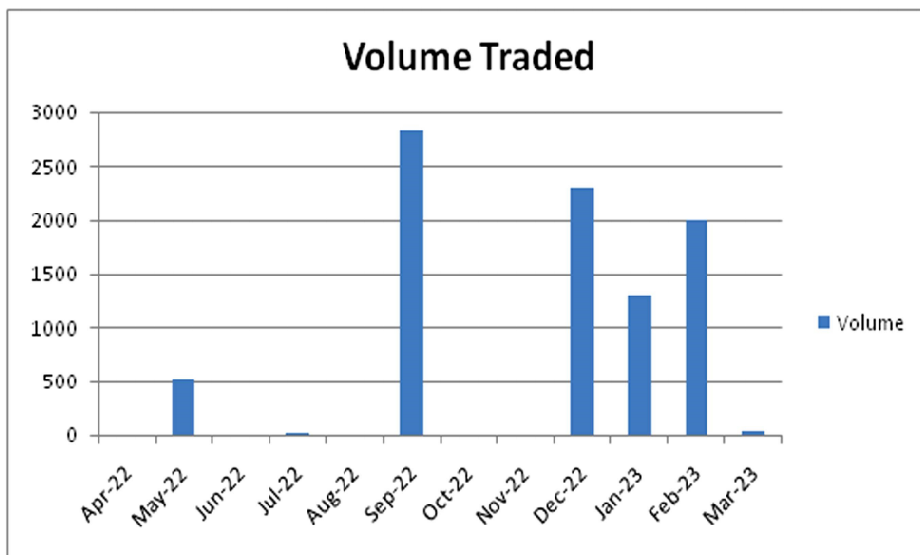
Month	High Price	Low Price	Volume	Sensex (Close)
April 2022	21.85	21.85	10	57060.87
May 2022	21.85	21.85	528	55566.41
June 2022	21.85	21.85	0	53018.94
July 2022	24.00	21.85	26	57570.25
August 2022	24.00	21.85	0	59537.07
September 2022	25.20	22.80	2838	57426.92
October 2022	25.20	22.80	0	60746.59
November 2022	25.20	22.80	0	63099.65
December 2022	26.45	23.95	2300	60840.74
January 2023	26.35	26.35	1300	59549.90
February 2023	27.65	26.35	2000	58962.12
March 2023	29.03	29.03	50	58991.52



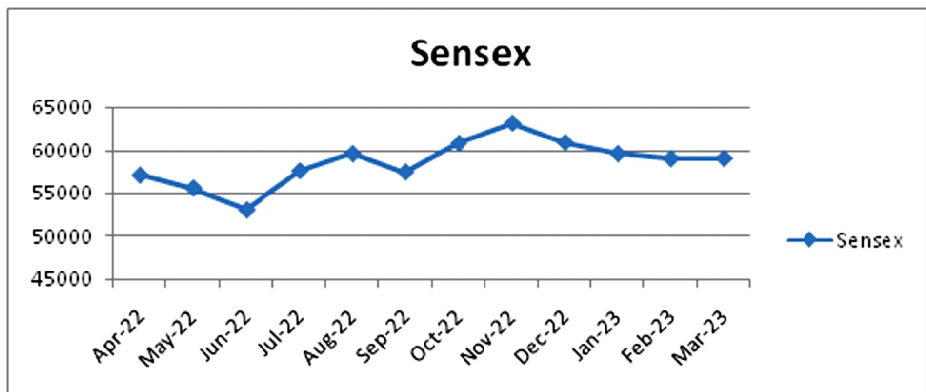
**CHART OF RGIL SHARE WITH RESPECT TO THE BSE SENSEX**



**Graph 1. Change in High and Low Prices of RGIL during the 52 weeks ranging from 01.04.2022 to 31.03.2023 (in Rs.)**



**Graph 2. Volume Traded of RGIL during the 52 weeks ranging from 01.04.2022 to 31.03.2023**



**Graph 3. Change in Index BSE Sensex during the 52 weeks ranging from 01.04.2022 to 31.03.2023**

## 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.

### Categories of Shareholding as on March 31, 2023

S No.	Shareholders	No. of Shares	% of Total No. of Shares
1	Indian Promoters	18,40,300	51.10
2	Foreign Promoters	0	0
3	UTI/Financial Institutions & Banks	0	0
4	Body Corporate	4,44,351	12.34
5	NRI/ OCB/ Clearing House/ Public Trust	69,100	1.92
6	Foreign Institutional Investors	0	0
7	Indian Public/HUF	8,09,899	22.49
8	Firms	4,37,650	12.15
	<b>Total</b>	<b>36,01,300</b>	<b>100.00</b>

### Distribution of Shareholding as on 31st March, 2023

Shareholding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	No. of Shares	Shareholding Amount (Rs.)	% to Total Amount
Up To 5,000	489	80.56	68282.00	682820.00	1.90
5001 To 10,000	68	11.20	57413.00	574130.00	1.59
10001 To 20,000	13	2.14	24244.00	242440.00	0.67
20001 To 30,000	10	1.65	26182.00	261820.00	0.73
30001 To 40,000	3	0.49	10500.00	105000.00	0.29
40001 To 50,000	5	0.82	25000.00	250000.00	0.69
50001 To 1,00,000	2	0.33	20000.00	200000.00	0.56
1,00,000 and Above	17	2.80	3369679.00	33696790.00	93.57
<b>Total</b>	<b>607</b>	<b>100.00</b>	<b>3601300.00</b>	<b>36013000.00</b>	<b>100.00</b>

### 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, 2023, a total of 32,60,900 equity shares which form 90.54% 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:

<p>(a) For Transfer of physical shares:</p> <p>(b) Request for dematerialization of shares Change of, mandates/ address Investor grievance or any other query</p>	<p>Skyline Financial Services (P) Limited</p> <p>D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110020 admin@skylinerta.com</p>
<p>(c) Registered Office:</p>	<p>Unit No. 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi - 110076 EMAIL: - info@rotoindia.co.in Website: www.rotoindia.co.in Telephone No.: - 011-47366600</p>

## **CORPORATE GOVERNANCE CERTIFICATE**

***In pursuance of chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015***

The Members of

### **ROTOGRAPHICS (INDIA) LIMITED**

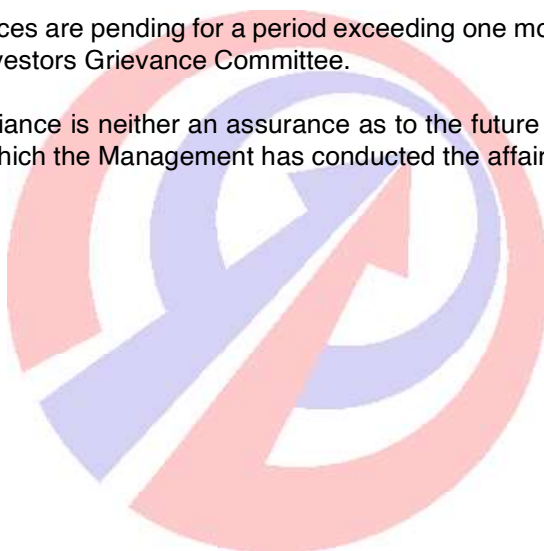
We have examined the compliance of conditions of Corporate Governance **ROTOGRAPHICS (INDIA) LIMITED**, for the year ended on **March 31, 2023** as stipulated in SEBI (LODR) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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 the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

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 V Kumar & Associates  
(Company Secretaries)**

**Date: 28-08-2023  
Place: Delhi**

**Vivek Kumar  
M.No.F8976  
CP No.10438  
UDIN: F008976E000880242**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To,  
The Members,  
Rotographics (India) Limited  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rotographics (India) Limited having CIN L74899DL1976PLC008036 and having registered office at Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi 110076, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>DIN</b>	<b>Name of Director</b>	<b>Date of appointment in Company</b>
1	00595389	PRATAP BURMAN	16/01/1976
2	00681525	NARESH KUMAR BANSAL	29/09/2014
3	00720455	CHANCHALA BURMAN	24/03/2014
4	02404342	BAPI KARMAKAR	30/05/2008
5	08773057	PANKAJ KUMAR BANSAL	30/09/2020
6	09043471	ROHIT KUMAR	05/02/2021

It is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions. Further, ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For V Kumar & Associates  
(Company Secretaries)**

**Date: 28-08-2023  
Place: Delhi**

**Vivek Kumar  
M.No.F8976  
CP No.10438  
UDIN:F008976E000880110**

## CEO AND CFO CERTIFICATION

*(Under Regulation 17(8) Of SEBI (LODR) Regulations, 2015)*

To,  
The Board of Directors of  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076, IN

In relation to the Audited Financial Accounts of the Company as at March 31, 2023, 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.

**Place: New Delhi**

**Date: 02.09.2023**

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

**Bapi Karmakar  
Chief Executive officer**

**Naresh Kumar Bansal  
Chief Financial Officer**

## COMPLIANCE WITH CODE OF CONDUCT

*(Under Regulations 26(3) Of SEBI (LODR) Regulations, 2015)*

To,

**The Board of Directors of  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076, IN**

The Company has adopted "Code of Conduct for Directors and Senior Management Personnel and also for Independent Directors".

In accordance with Regulations 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that Members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct applicable to Board of Directors and Senior Management, for the year ended March 31, 2023.

**Place: New Delhi  
Date: 02.09.2023**



**Bapi Karmakar  
Chief Executive officer**

## ANNEXURE-B 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.	<b>Details of contracts or arrangements or transactions not at arm's length basis:</b>	There were no contracts or arrangements or transactions entered into during the year ended March, 2023, which were not at arm's length basis
2.	<b>Details of material contracts or arrangement or transactions at arm's length basis:</b>	<b>NIL</b>
	a) Name(s) of the related party and nature of relationship:	
	b) Nature of contracts/arrangements/ transactions:	
	c) Duration of the contracts/ arrangements/ transactions:	
	d) Salient terms of the contracts or arrangements or NIL transactions including the value, if any:	
	e) Date(s) of approval by the Board, if any:	
	f) Amount paid as advances, if any:	

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

**Naresh Kumar Bansal  
Chairman  
DIN: 00681525**

**Place: New Delhi  
Date: 02.09.2023**



## ANNEXURE - C TO DIRECTORS' REPORT

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars		Status	
i)	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	<b>Number of times</b>	
		<b>If total remuneration of the Director is considered</b>	<b>If total remuneration of the director excluding variable pay and commission is considered</b>
		Bapi Karmakar Naresh Kumar Bansal Pratap Burman Chanchala Burman	Nil Nil Nil Nil
ii)	Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year	<b>Directors</b>	%
		Bapi Karmakar Naresh Kumar Bansal Pratap Burman Chanchala Burman  <b>Company Secretary</b> Ankit Bansal*	Nil Nil Nil Nil  Rs. 4,20,000/-
iii)	Percentage increase in the median remuneration of employees in the financial year	Nil	
iv)	Number of permanent employees on the rolls of Company	3	
v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase	No increase in remuneration of employees and Key managerial Personnel.	

*\*CS Ankit Bansal was had resigned from the office of Company Secretary & Compliance Officer and the Key Managerial Personnel w.e.f 25.12.2022.*

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

Place: New Delhi  
Date: 02.09.2023

**Naresh Kumar Bansal  
Chairman  
DIN: 00681525**

## **ANNEXURE-D TO DIRECTORS' REPORT**

### **BOARD EVALUATION**

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

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

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

- a) Director comes well prepared and informed for the Board/Committee Meeting(s)?
- b) Director demonstrated a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits?
- c) Director has ability to remain focused at a governance level in Board/Committee meetings?
- d) Director upholds ethical standards of integrity and probity?
- e) Director exercises objective independent judgement in the best interest of Company?
- f) Director helps in bringing independent judgement during board deliberations on strategy, performance, risk management etc?
- g) Director maintains high level of confidentiality?

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

- a) The Committees of the Board are appropriately constituted?
- b) The terms of reference for the committee are appropriate with clear defined roles and responsibilities?
- c) Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members?
- d) Committee makes periodically reporting to the Board along with its suggestions and recommendations?
- e) The amount of responsibility delegated by the Board to each of the committees is appropriate?
- f) The performance of each of the committees is assessed annually against the set goals of the committee?
- g) The reporting by each of the committees to the Board is sufficient?

#### **Parameters of reviewing the performance of the Board are like whether**

- a) The Board has appropriate expertise and experience to meet the best interest of the Company?
- b) The board has appropriate combination of industry knowledge and diversity (gender, experience, background)?
- c) The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail?
- d) The Board meetings encourage a high equality of discussions and decision making?
- e) The Board has developed strategic plan/policies and the same would meet the future requirement of the Company?
- f) It is monitoring the implementation of long term strategic goals?
- g) The Board is well informed on all issues (short and long term) being faced by the Company?

**Parameters of reviewing the performance of the Chairperson 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.

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

**Naresh Kumar Bansal  
Chairman  
DIN: 00681525**

**Place: New Delhi  
Date: 02.09.2023**



## **ANNEXURE - E TO DIRECTORS' REPORT**

### **FORM NO. MR-3**

### **Secretarial Audit Report**

**For The Financial Year Ended 31st March, 2023**

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  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076**

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 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) 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, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- 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;
- 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

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (iii) The Listing Agreement entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

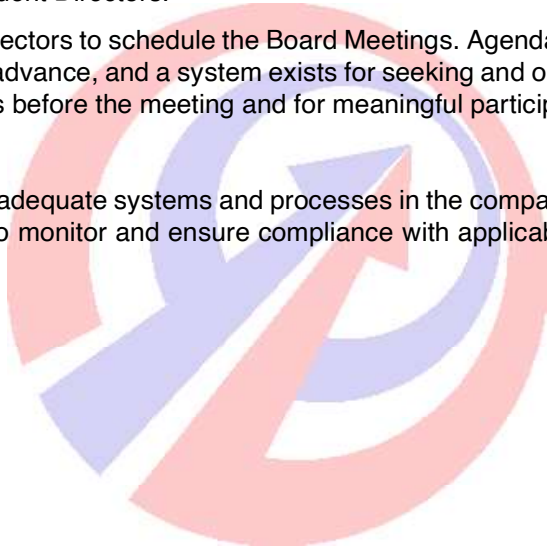
**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

**We further report** that 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.

**Date: 28-08-2023**  
**Place: Delhi**



**For V Kumar & Associates**  
**(Company Secretaries)**

**Vivek Kumar**  
**M.No.F8976**  
**CP No.10438**  
**UDIN:F008976E000877723**

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

**Annexure-A**

**To,  
The Members,  
Rotographics (India) Limited  
CIN: L74899DL1976PLC008036  
Unit No 8, Ground Floor, Pocket M,  
Sarita Vihar, New Delhi 110076**

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 this secretarial record based on our audit.
2. We have 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 record. 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 the accounts of the company.
4. Wherever 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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For V Kumar & Associates  
(Company Secretaries)**

**Date: 28-08-2023  
Place-Delhi**

**Vivek Kumar  
M.No.F8976  
CP No.10438  
UDIN:F008976E000877723**

## **ANNEXURE – F TO DIRECTORS’ REPORT**

### **MANAGEMENT’S DISCUSSION AND ANALYSIS**

#### **Disclaimer**

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

#### **Overall Review**

The Textile Industry in India is one of the oldest industry and the second largest employment provider in Indian economy dating back several centuries. Today it is extremely varied, with the hand-spun and hand-woven Textiles Sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. Also the Government recognized the importance of the Textile Industry in India and has come up with a number of export promotion policies. The future for the Textile Industry in India looks promising, held up by both strong domestic consumption as well as export demand.

#### **Outlook**

A couple of major issues have impacted the country’s textile and clothing sector in the past years. Indian Market Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textile industry also plays a pivotal role through its contribution to industrial output, employment generation and export earnings of the country. India is the largest producer of cotton & jute in the world.

India’s textile sector has the second-largest employment, employing more than 30 million workers. It has the potential to double this employment in the next four years as per the vision document (for 2024-2025). It is a sector, which provides livelihood to millions of households. It is also a storehouse of traditional skills, heritage, and a carrier of heritage and culture. The various policy documents of the Government have also highlighted the importance of textile sector with regard to generating formal and productive jobs, having potential for broader social transformation and generating exports and growth. This is also a sector, which is undergoing a huge churn due to automation, digitization and the relentless rise of e-commerce. All these developments may completely change the face of this industry.

The textile industry has been facing exceptionally challenging conditions since the past two years due to the restrictions imposed because of the Covid-19 pandemic. India has also been very badly hit in FY 2021-2022 and textile industry was worst hit particularly the first half. The first quarter of 2021-2022 was also badly hit with the Delta variant. Currently the biggest threat is the enormous increase in cotton prices leading to high finished good prices. Consumers are therefore shifting their focus from cotton to man-made fibers. Further, increase in prices of other commodities such as coal, dyes and chemicals are also making the industry non-competitive. Overall, there was firefighting throughout the year with lot of uncertainties and fluctuations and the year finally closed above planned turnover but with squeezed margins.

#### **Opportunities**

The outlook for the textile industry in India is quite optimistic. It is expected that the textile industry will continue to grow at an impressive rate.

The inherent strengths of the textile industry have seen it through rough days and hard times. There have been many periods of adversity, when growth charts dipped and the future appeared bleak. But like the phoenix, the textile industry has risen each time from the ashes. With a tremendous growth in the economy along with Government support, the Indian economy is expected to overtake Japan to be the 3<sup>rd</sup> largest economy by 2028.

#### **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. Your company is fully devoted towards mitigating and reducing its impact on the company.

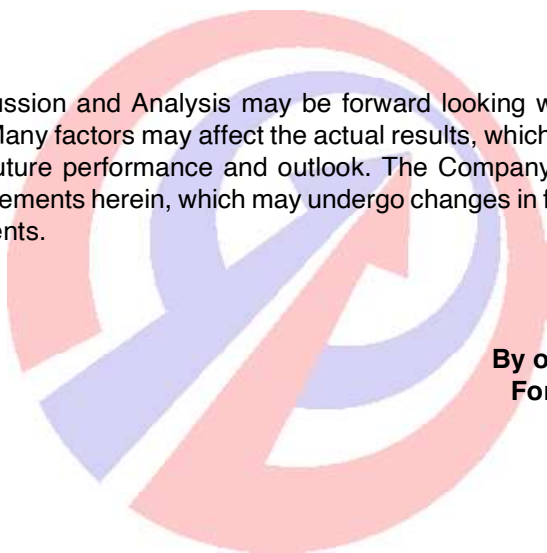
### **Internal Control Systems**

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: 02.09.2023**

**Naresh Kumar Bansal  
Chairman  
DIN: 00681525**





**Independent Auditor's Report**

**To**  
**The Members of**  
**Rotographics (India) Limited**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the standalone financial statements of **Rotographics (India) Limited** ("the Company"), which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("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 31 March 2022, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon. The other information is expected to be made available to us after the date of the Auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

**Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of

the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of

most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) 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 purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

(B) With respect to the other matters to be included in the Auditors' 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 disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
- III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For APT & Co. LLP**  
**Chartered Accountants**  
FRN : 014621C / N500088

**Dilip Kumar Singh**  
Partner  
Membership No. 523877

Date: 30<sup>th</sup> May, 2023  
Place: New Delhi  
UDIN: 23523877BGQPBA1395

## 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, 2023, we report that:

1.
  - a) The company has maintained by the company display the complete particulars on the details, quantity and situation of tangible and intangible 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.
  - d) Based on our examination of the registered sale deed/ transfer deed / conveyance deed Provided to us, we report that, the title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
  - e) The company has not revalued any of its property, Plant and Equipment during the year
  - f) No proceedings have been initiated during the year or are pending against the company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. The company does not have any physical inventories during the year. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the company.
3. According to the information and explanation given to us, the company has not taken any loans , secured or unsecured from the companies, firms, Limited Liability Partnerships or other parties covered in the register 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 granted unsecured loans to the parties covered u/s 185 & 186 of the Companies Act, 2013. The year end balance of such loans or any previous loans granted to such parties was Rs.61,51,951/-.
5. The company has not accepted any deposits from the public. Hence reporting under clause 3(v) of the Order is not applicable.
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 Books 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 31<sup>st</sup> March, 2023, 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. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act,1961 (43 of 1961).
9. The company does not have any loans or borrowings from any financial institution, banks or Government during the year. Hence reporting under clause 3(ix) of the Order is not applicable.
10. The company did not raise any money by way of initial public offer or further public offer (including debt instruments), private placement and preferential offer during the year.
11. 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.

12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company.
13. In our opinion, according to the information and explanations given to us and based on our examination of the records of the company, all transactions by the company with the related parties are in-compliance with section 177 and 188 of the Companies Act, 2013, where applicable, and requisite details of related parties transaction have been disclosed in the financial statements as required by the applicable IND AS.
14. The Company have an internal audit system in accordance with its size and business activities. The reports of the internal auditors been considered by the statutory auditor.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them.
16. According to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.
17. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that any liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
20. Corporate Social Responsibility (CSR) in accordance with Section 135 of the said Act, is not applicable to company accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

**For APT & Co. LLP**  
**Chartered Accountants**  
FRN: 014621C/N500088

**DILIP KUMAR SINGH**  
Partner  
Membership No. 523877  
Date: 30<sup>th</sup> May, 2023  
Place: New Delhi  
UDIN: 23523877BGQPBA1395

## **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 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

In our opinion, the Company, which is company incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, 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 APT & Co. LLP**  
**Chartered Accountants**  
FRN : 014621C / N500088

**Dilip Kumar Singh**  
Partner  
Membership No. 523877

Date: 30<sup>th</sup> May, 2023  
Place: New Delhi  
UDIN: 23523877BGQPBA1395





# ROTOGRAPHICS (INDIA) LIMITED

**BALANCE SHEET AS AT MARCH 31, 2023**

Amounts in Hundred

PARTICULARS	NOTE NO.	As at 31st-March-2023	As at 31st-March-2022
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3	109.63	127.16
(b) Financial assets			
(i) Investments	4	482.31	457.83
(ii) Others		-	-
(c) Other financial assets	5	3,47,769.51	3,37,007.81
(d) Others non-current assets		-	-
<b>CURRENT ASSETS</b>			
(a) Inventories	6	-	-
(b) Financial Assets			
(i) Cash and Cash equivalents	7	12,178.44	4,893.31
(ii) Trade receivables	8	-	16,620.21
(v) Others		-	-
(c) Current tax assets	9	574.37	854.22
(d) Other current assets	10	8,587.50	11,450.00
<b>TOTAL ASSETS</b>		<b>3,69,701.76</b>	<b>3,71,410.54</b>
<b>EQUITIES AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	11	3,60,130.00	3,60,130.00
(b) Other Equity	12	895.97	(681.55)
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Borrowings	13	-	4,000.00
(b) Other non-current liabilities		-	-
(c) Deferred Tax Liabilities (Net)		489.15	434.02
<b>CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Borrowings	14	3,000.00	3,000.00
(ii) Trade payables	15	1,938.16	971.50
(b) Other current liabilities	16	1,268.48	1,806.57
(c) Provisions	17	1,980.00	1,750.00
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,69,701.76</b>	<b>3,71,410.54</b>

Significant accounting policies and notes to standalone financial statements

As per our report of even date attached

For APT & Co. LLP

Chartered Accountants

FRN : 014621C / N500088

**Naresh Kumar Bansal**

Chief Financial Officer

DIN: 00681525

**Dilip Kumar Singh**

Partner

Membership No. 523877

**Pratap Burman**

Chairman & Director

DIN: 00595389

**Bapi Karmakar**

Chief Executive Officer

DIN: 02404342

**Chanchala Burman**

Director

DIN: 00720455

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

Place: New Delhi

Date : 30.05.2023

UDIN: 23523877BGQPBA1395

**Sakshi Jain**

Company Secretary

Membership No. A67325





# ROTOGRAPHICS (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

Amounts in Hundred

	Note No.	Year ended 31st-March-2022	Year ended 31st-March-2021
I Revenue from operations	18	11,487.30	15,000.00
II Other income	19	9,110.88	1,513.28
<b>III Total income (I+II)</b>		<b>20,598.18</b>	<b>16,513.28</b>
<b>IV Expenses</b>			
Cost of materials consumed		-	-
Purchase of stock-in-trade	20	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	-	-
Depreciation and amortisation expenses	3	17.53	23.43
Employee benefit expense	22	8,627.25	5,404.13
Finance costs		-	-
Other expenses	23	9,865.23	9,146.30
<b>Total expenses (IV)</b>		<b>18,510.01</b>	<b>14,573.86</b>
<b>V Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>2,088.17</b>	<b>1,939.42</b>
VI Exceptional items		-	-
<b>VII Profit/(loss) before tax (V-VI)</b>		<b>2,088.17</b>	<b>1,939.42</b>
VIII Tax Expense			
(1) Current tax		480.00	45,000
(2) Prior period tax		-	35,129
(3) Deferred tax		55.13	6,635
Total tax expense (VIII)		535.13	86,764
<b>IX Profit/(loss) for the year from continuing operations (VII-VIII)</b>		<b>1,553.04</b>	<b>1,071.78</b>
X Other comprehensive Income Items that will not be reclassified to profit and loss			
(i) Impact of recognition of assets under indian AS		24.48	14.14
(ii) Income tax effect on above		-	-
Total Other comprehensive income		24.48	14.14
<b>XI Total comprehensive income for ther year (IX +X)</b>		<b>1,577.53</b>	<b>1,085.92</b>
XII Earnings per share			
(1) Basic		0.04	0.03
(2) Diluted		0.04	0.03

Significant accounting policies and notes to standalone financial statements  
As per our report of even date attached

For APT & Co. LLP  
Chartered Accountants  
FRN : 014621C / N500088

Naresh Kumar Bansal  
Chief Financial Officer  
DIN: 00681525

Dilip Kumar Singh  
Partner  
Membership No. 523877

Pratap Burman  
Chairman & Director  
DIN: 00595389

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

Bapi Karmakar  
Chief Executive Officer  
DIN: 02404342

Chanchala Burman  
Director  
DIN: 00720455

Place: New Delhi  
Date : 30.05.2023  
UDIN: 23523877BGQPBA1395

Sakshi Jain  
Company Secretary  
Membership No. A67325



# ROTOGRAPHICS (INDIA) LIMITED

CASH FLOW STATEMENT AS AT MARCH 31, 2023

(Amounts in Hundred)

	31st-March-2023 (Audited)	31st-March-2022 (Audited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Profit before tax, minority interest and appropriations	2,088.17	1,939.42
<b>Adjustments for:</b>		
Depecciation and amortisation	17.53	23.43
<b>Operating profit before working capital changes</b>	<b>2,105.70</b>	<b>1,962.85</b>
Adjustments for working capital changes	-	-
(increase)/decrease in inventories	-	-
(increase)/decrease in trade receivables	16,620.21	1,073.25
(increase)/decrease in short-term loans and advances	(10,761.70)	(4,407.81)
(increase)/decrease in other current assests	279.85	55.65
increase/(decrease) in trade payables	966.66	(1,196.60)
increase/(decrease) in Other current liabilities	(4,308.09)	93.33
Cash generated from operations	<b>4,902.63</b>	<b>(2,419.33)</b>
Income tax refund/(paid)	(480.00)	(450.00)
Cash flow before extra ordinary items	4,422.63	(2,869.33)
Extra ordinary items	-	(351.29)
Net cash flow from/(used in) Operating activities( A)	<b>4,422.63</b>	<b>(3,220.62)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on fixed assest, including capital advances	-	-
Increase in other non current assets	2862.50	2862.50
Net cash flow from/(used in) Investing activities ( B)	<b>2862.50</b>	<b>2862.50</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term borrowings	-	(1,250.00)
Repayment of long-term borrowings	-	-
Net cash flow from/(used in) financing activities ( C)	-	<b>(1,250.00)</b>
Net increase/(decrease) in cash and cash equivalentts	7,285.13	(1608.12)
Cash and cash equivalentts at the beginning of the year	4,893.32	6,501.44
Cash and cash equivalentts at the end of the year	<b>12,178.44</b>	<b>4,893.32</b>
<b>Components of cash and cash equivalentts</b>		
Cash on hand	4,171.78	3,245.82
Balance with bank		
(a) in current accounts	8,006.66	1,647.49
Total cash and cash equivalentts	<b>12,178.44</b>	<b>4,893.31</b>

Significant accounting policies and notes to standalone financial statements  
As per our report of even date attached

For APT & Co. LLP  
Chartered Accountants  
FRN : 014621C / N500088

**Naresh Kumar Bansal**  
Chief Financial Officer  
DIN: 00681525

**Dilip Kumar Singh**  
Partner  
Membership No. 523877

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

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

**Bapi Karmakar**  
Chief Executive Officer  
DIN: 02404342

**Chanchala Burman**  
Director  
DIN: 00720455

Place: New Delhi  
Date : 30.05.2023  
UDIN: 23523877BGQPBA1395

**Sakshi Jain**  
Company Secretary  
Membership No. A67325

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

**A. EQUITY SHARE CAPITAL**

(Amount in Hundred)

Particulars	Balance As at 31st-March-2023	Balance As at 31st-March-2022
<b>Authorised Share Capital</b> 50,00,000 Fully paid equity shares of Rs. 10 each	5,00,000.00	5,00,000.00
<b>Issued and subscribed capital comprises</b>  36,01,300 Fully paid equity shares of Rs. 10 each (as at March 31, 2023: 36,01,300; as at March 31, 2022: 36,01,300)	3,60,130.00	3,60,130.00

**B. OTHER EQUITY**

Particulars	Reserves and surplus			Items of OCI		Total
	General Reserve	Capital Reserve	Retained Earnings	Items that will not be reclassified to profit and loss	Re-measurement of the Fair Value Measurement	
Balance as at April 1, 2021 Profit for the year Re-measurements of the Fair Value Measurement	-	14,600.00	(16,651.45) 1,071.78	-	283.98	(1,767.47) 1,071.78 14.14
<b>Balance as at March 31, 2022</b>		<b>14,600.00</b>	<b>(15,579.67)</b>		<b>298.12</b>	<b>(681.557)</b>
Balance as at April 1, 2022 Profit for the year Re-measurements of the Fair Value Measurement		14,600.00	(15,579.67) 1,553.04		298.12	(681.55) 1,553.04 24.48
<b>Balance as at March 31, 2023</b>		<b>14,600.00</b>	<b>(14,026.63)</b>		<b>322.60</b>	<b>895.97</b>

As per our report of even date attached  
For APT & Co. LLP  
Chartered Accountants  
FRN : 014621C / N500088

**Dilip Kumar Singh**  
Partner  
Membership No. 523877

Place: New Delhi  
Date : 30.05.2023  
UDIN : 23523877BGQPBA1395

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

**Naresh Kumar Bansal**  
Chief Financial Officer  
DIN: 00681525

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

**Bapi Karmakar**  
Chief Executive Officer  
DIN: 02404342

**Chanchala Burman**  
Director  
DIN: 00720455

**Sakshi Jain**  
Company Secretary  
Membership No. A67325



# ROTOGRAPHICS (INDIA) LIMITED

## Significant Accounting Policies and Notes to Financial Statements

### 1. COMPANY OVERVIEW

Rotographics (India) Limited ("RGIL" or the company) is in the business of trading Industry sale and purchase of paper, steel, heavy machinery and fabric. The financial statements were authorised for issue in accordance with a resolution of the directors on 30<sup>th</sup> May, 2022.

### 2. BASIS OF PREPARATION AND USE OF ESTIMATES

#### 2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair Value Amount.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards (IND AS) including the rules notified under the relevant provision of the companies Act 2013.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### 3.2 FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The fair value of plants and equipments as at transition date have been taken based on valuation performed by an independent technical expert. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

#### 3.3 PROPERTY, PLANT AND EQUIPMENT

On transition to IND AS, the Company has adopted optional exception under IND AS 101 to measure Property, Plant and Equipment at fair value. Consequently the fair value has been assumed to be deemed cost of Property,

Plant and Equipment on the date of transition. Subsequently, Property, Plant and Equipment, other than land, are carried at cost less accumulated depreciation and accumulated impairment losses, if any. In case of land, it shall be carried at revalued amount, being its fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

## DEPRECIATION

Assets are depreciated to the residual values on a straight line basis over the estimated useful lives based on technical estimates which are different from one specified in Schedule II of the Companies Act, 2013. Asset's depreciation methods, residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets and benchmarking analysis or whenever there are indicators for review of residual value and useful life. Freehold land is not depreciated. Estimated useful lives of the assets are as follows:

Categories of Assets	Estimated useful life in years
Other equipment, operating and office equipment	
o Computer equipment	3-5
o Office furniture	5-8
o Office equipment	5-8

It is believed that the useful lives as given above represents the period over which management expects to use these assets.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

### 3.4 INVENTORIES

Inventories are valued at the lower of cost or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods including freight, inventories recorded in the books as on 31<sup>st</sup> March, 2022 are based upon the physical verification done by management by actual count, weight or measurement.

### 3.5 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION, SUBSEQUENT MEASUREMENT AND IMPAIRMENT

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### FINANCIAL ASSETS

##### (i) Initial recognition and measurement:

All financial assets are recognised initially at fair value and, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### (ii) Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

: Financial assets at fair value

: Financial assets at amortised cost

##### (iii) Classification:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

**(iv) Financial Assets measured at amortised cost:**

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely for payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of profit and loss. This category generally applies to trade and other receivables.

**(v) Financial Assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

**(vi) Financial Assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

**(vii) Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit or loss.

## **FINANCIAL LIABILITIES**

**(i) Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**(ii) Classification & Subsequent measurement:**

If a financial instrument that was previously recognised as a financial asset is measured at fair value through profit or loss and its fair value decreases below zero, it is a financial liability measured in accordance with IND AS. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

## **3.6 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents in the balance sheet comprise cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management

## **3.7 PROVISIONS, CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS**

**(i) General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the

obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, the amount of a provision shall be the present value of expense expected to be required to settle the obligation. Provisions are therefore discounted, when effect is material, The discount rate shall be pre-tax rate that reflects current market assessment of time value of money and risk specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

## **(ii) Contingencies**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, Contingent assets are not recognised, but are disclosed in the notes. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

## **3.8 REVENUE RECOGNITION**

### **Sale of goods**

Revenue from the sale of goods is recognised, when the significant risks and rewards of ownership of the goods have passed to the buyer, as per the terms of Company and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods, usually on delivery of the goods. Revenue is recognized at the fair value of consideration received or receivable, net of returns and allowances trade discounts, volume rebates and outgoing sales tax and is recognized either on delivery or on transfer of significant risk and rewards of ownership of the goods.

## **3.9 EMPLOYEE BENEFITS**

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

## **3.10 TAXES**

### **(i) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### **(II) Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

Deferred tax relating to items recognised in other comprehensive income and directly in equity is recognised in correlation to the underlying transaction.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

### 3.11 EARNING PER SHARE

As per Ind AS 33, Earning per Share, Basic earnings per share are computed by dividing the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

Previous Year Figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached  
For APT & Co. LLP  
Chartered Accountants  
FRN : 014621C / N500088

**Dilip Kumar Singh**  
Partner  
Membership No. 523877

Place: New Delhi  
Date : 30.05.2023  
UDIN: 23523877BGQPBA1395



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

**Naresh Kumar Bansal**  
Chief Financial Officer  
DIN: 00681525

**Pratap Burman**  
Chairman & Director  
DIN: 00595389

**Sakshi Jain**  
Company Secretary  
Membership No. A67325

**Bapi Karmakar**  
Chief Executive Officer  
DIN: 02404342

**Chanchala Burman**  
Director  
DIN: 00720455





## ROTOGRAPHICS (INDIA) LIMITED

### Note 3 :- Property, plant and equipment

(Amounts in Hundred)

	Plant and machinery	Furniture, fittings and Equipment	Total	Capital work-in-progress
<b><u>Year ended 31 March 2022</u></b>				
<b>Gross Carrying amount</b>				
Opening gross carrying amount	1,084.71	734.12	1818.83	-
Exchange differences	-	-	-	-
Additions	-	-	-	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
<b>Closing gross carrying amount</b>	<b>1,084.71</b>	<b>734.12</b>	<b>1818.83</b>	<b>-</b>
<b>Accumulated Depreciation</b>				
Opening gross carrying amount	1,072.58	595.69	1,668.27	-
Depreciation charged during the year	-	23.43	23.43	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Exchange differences	-	-	-	-
<b>Closing accumulated Depreciation</b>	<b>1,072.58</b>	<b>619.12</b>	<b>1,691.70</b>	<b>-</b>
Net Carrying amount	12.13	115.00	127.13	-
<b><u>Year ended 31 March 2023</u></b>				
<b>Gross Carrying amount</b>				
Opening gross carrying amount	1,084.71	734.12	1,818.83	-
Exchange differences	-	-	-	-
Additions	-	-	-	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
<b>Closing gross carrying amount</b>	<b>1,084.71</b>	<b>734.12</b>	<b>1,818.83</b>	<b>-</b>
<b>Accumulated Depreciation</b>				
Opening accumulated depreciation	1,072.58	619.12	1,691.70	-
Depreciation charged during the year	-	17.53	17.53	-
Assets classified as held for sale	-	-	-	-
Disposals	-	-	-	-
Exchange differences	-	-	-	-
<b>Closing accumulated Depreciation</b>	<b>1,072.58</b>	<b>636.65</b>	<b>1,709.23</b>	<b>-</b>
<b>Net Carrying amount</b>	<b>12.13</b>	<b>97.47</b>	<b>109.60</b>	<b>-</b>

**4 Non current Investments**

(Amounts in Hundred)

Particulars	31st-March-2023	31st-March-2022
Investment in mutual funds & equity instruments	482.31	457.83
<b>482.31</b>	<b>457.83</b>	

**5 Other current assets**

Particulars	31st-March-2023	31st-March-2022
Unsecured- loans and advance (Considered good)	3,47,769.51	3.37,007.81
<b>Total</b>	<b>3,47,769.51</b>	<b>3.37,007.81</b>

**6 Inventories**

Particulars	31st-March-2023	31st-March-2022
Stock in Trade	-	-
	-	-

**CURRENT ASSETS - FINANCIAL ASSETS****7 Cash and cash equivalents**

Particulars	31st-March-2023	31st-March-2022
Cash on hand (As certified by management of the company)	7,171.78	3,245.82
<b>Balance with banks</b> In current accounts	8,006.66	1,647.49
<b>Total Cash and cash equivalents</b>	<b>12,178.44</b>	<b>4,893.31</b>

**8 Trade Receivables**

Particulars	31st-March-2023	31st-March-2022
Unsecured considered good	-	16,620.21
	-	<b>16,620.21</b>

**9 Current tax assets**

Particulars	31st-March-2022	31st-March-2021
Advance Tax deposited	-	104.22
TDS receivable	574.37	750.00
	<b>574.37</b>	<b>854.22</b>

**10 Other current assets****(Amounts in Hundred)**

Particulars	31st-March-2023	31st-March-2022
Deferred Revenue Expenditure	8,587.50	11,450.00
	<b>8,587.50</b>	<b>11,450.00</b>

**11 Equity Share Capital**

Particulars	31st-March-2023	31st-March-2022
<b>Authorised Share Capital</b> 50,00,000 equity shares of Rs.10/- each	5,00,000.00	5,00,000.00
	<b>5,00,000.00</b>	<b>5,00,000.00</b>
<b>Issued, Subscribed &amp; fully paid-up shares</b> 36,01,300 Equity Shares of Rs.10/- each	3,60,130.00	3,60,130.00
	<b>3,60,130.00</b>	<b>3,60,130.00</b>

**(a) Terms/rights attached to equity shares**

The company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**b) Reconciliation of the number of shares**

	31st-March-2023	31st-March-2022
	<b>No. of Shares held</b>	<b>No. of Shares held</b>
Outstanding at the beginning of the year	36,01,300.00	36,01,300.00
Add : Shares issued during the year		
Outstanding at the end of the year	<b>36,01,300.00</b>	<b>36,01,300.00</b>

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

Name of the shareholder	31st-March-2023	31st-March-2022
	<b>No. of Shares held</b>	<b>No. of Shares held</b>
PRATAP BURMAN	5,78,600	5,78,600
CHANCHALA BURMAN	3,21,700	3,21,700
PRACTON ASSOCIATES PVT. LTD.	4,08,700	4,08,700
ARMS ADVISORY SERVICES PVT LTD	1,88,400	1,88,400
SANGEETA PAREEKH	5,00,000	5,00,000
BLP EQUITY RESEARCH PRIVATE LIMITED	3,00,500	3,00,500
FLOWPACK INDIA PVT LTD	2,96,600	2,96,600

**12 Other equity**

(Amounts in Hundred)

Particulars	31st-March-2023	31st-March-2022
<b>Capital Reserve</b>	<b>14,600.00</b>	<b>14,600.00</b>
<b>Retained Earning</b>	-	-
Opening balance	(15,579.67)	(16,651.45)
Add : Profit for the year after taxation as per statement of Profit and Loss	1,553.04	1,071.78
	<b>(14,026.63)</b>	<b>(15,579.67)</b>
Add: Remeasurement of the Fair Value measurement	322.60	298.12
	<b>895.97</b>	<b>(681.55)</b>

**13 Other non-current liabilities**

Particulars	31st-March-2023	31st-March-2022
Advance from Customers	-	4,000.00
	-	<b>4,000.00</b>

**14 Borrowings**

Particulars	31st-March-2023	31st-March-2022
Short Term Borrowings	3,000.00	3,000.00
	<b>3,000.00</b>	<b>3,000.00</b>

**15 Trade payables**

Particulars	31st-March-2023	31st-March-2022
Other Payable	1,938.16	971.50
	<b>1,938.16</b>	<b>971.50</b>
<b>Trade Payable to MSME</b>	-	-
<b>Trade Payable to Other Than MSME</b>	<b>1,938.16</b>	<b>971.50</b>

**16 Other current liabilities**

Particulars	31st-March-2023	31st-March-2022
Other Payables		
(i) Advance received from customer	-	-
(ii) Statutory Dues Payable	1,268.48	1,806.57
	<b>1,268.48</b>	<b>1,806.57</b>

**17 Provisions**

Particulars	31st-March-2023	31st-March-2022
Provision for employees salary & benefits:-		
(i) Salary Payable	1,000.00	850.00
Other Provisions:-		
(i) Provision for tax	480.00	450.00
(ii) Provision for audit fees	500.00	450.00
(iii) Provision for other expenses	-	-
	<b>1,980.00</b>	<b>1,750.00</b>

**18 Revenue from operations**

(Amounts in Hundred)

Particulars	31st-March-2023	31st-March-2022
Sale of Products	-	-
Commission income	11,487.30	15,000.00
	<b>11,487.30</b>	<b>15,000.00</b>

**19 Other income**

Particulars	31st-March-2023	31st-March-2022
Excess provision w/off	2.35	5.47
Amount Writtited off	4,000.00	-
Interest Received	5,108.53	1,507.81
	<b>9,110.88</b>	<b>1,513.28</b>

**20 Purchases of stock-in-trade**

Particulars	31st-March-2023	31st-March-2022
Fabric	-	-
	-	-

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

Particulars	31st-March-2023	31st-March-2022
<b><u>Inventories at the end of the year:</u></b>		
Stock-in-trade	-	-
<b><u>Inventories at the beginning of the year:</u></b>		
Stock-in-trade	-	-
<b>Net (increase) / decrease</b>	<b>-</b>	<b>-</b>

**22 Employee benefits expense**

Particulars	31st-March-2023	31st-March-2022
Salaries & wages	8,160.00	5,268.03
Staff welfare expenses	467.25	136.10
	<b>8,627.25</b>	<b>5,404.13</b>

**23 Other expenses**

(Amounts in Hundred)

Particulars	31st-March-2023	31st-March-2022
<b>Payment to auditor</b>		
Statutory audit	500.00	500.00
Advertisement	243.27	259.34
Fees & Taxes	4,056.54	4,111.35
Bank Charges	11.30	23.41
Office Maintenance	365.70	126.41
Rent	600.00	600.00
Conveyance	135.00	-
EDP Expenses	79.37	97.37
Telephone Postage	229.54	43.50
Printing and stationery	116.78	55.00
Legal and professional	605.00	365.00
Deferred Revenue Expenses W/off	2,862.50	2862.50
Website Expenses	50.00	65.00
General Exp.	0.03	-
Intrest & Penalty	10.20	37.42
	<b>9,865.23</b>	<b>9,146.30</b>

**24 Related party relationship and transactions**

S.No.	Name of Related Parties	Nature
1	Praxton Associates Pvt. Ltd.	Enterprise having control & Ownership
2	Arms Advisory Services Pvt. Ltd.	Enterprise having control & Ownership
3	Flowpack (India) Pvt. Ltd.	Enterprise having control & Ownership
	<b>Key Management Personnel</b>	
4	Mr. Pratap Burman	Director
5	Mrs. Chanchala Burman	Director
6	Mr. Pankaj Kumar Bansal	Director
7	Mr. Rohit Kumar	Director
8	Mr. Naresh Kumar Bansal	Chief Financial Officer
9	Mr. Bapi Karmakar	Chief Executive Officer
10	Mr. Ankit Bansal	Company Secretary (Resigned w.e.f. 25.12.2022)
11	Ms. Sakshi Jain	Company Secretary

The Company has the following related party transactions:

Transaction / balances	Enterprise having control & Ownership		Key Management Personnel	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Sales of goods and services	-	-	-	-
Assets purchased	-	-	-	-
Dividend	-	-	-	-
Buyback of shares	-	-	-	-
Rental Income	-	-	-	-
Rent Paid	-	-	-	-
Loans & Advances	3000.00	3000.00	-	-
<b>Key management personnel</b>				
Remuneration and short-term benefits	-	-	4200.00	4,068.03
Other benefits	-	-	-	-
Remuneration to relative of key management personnel	-	-	-	-

## Fair value measurement

The carrying value of financial instruments by categories is as follows:

Particulars	As at 31st-March-2023			As at 31st-March-2022		
	At Cost	Fair value through profit or loss	At Amortised Cost	At Cost	Fair value through profit or loss	At Amortised Cost
<b>Financial assets</b>						
Investment	457.83	24.48	482.31	443.69	14.14	457.83
Others financial assets	-	-	3,47,769.51	-	-	3,35,500.00
<b>Total</b>	<b>457.83</b>	<b>24.48</b>	<b>3,48,251.82</b>	<b>443.69</b>	<b>14.14</b>	<b>3,35,957.83</b>
<b>Financial Liabilities</b>						
Advance from customers	-	-	-	-	-	4,000.00
Short term borrowings	-	-	3,000.00	-	-	3,00,000
Trade Payables	-	-	1,938.16	-	-	971.50
<b>Total</b>	<b>-</b>	<b>-</b>	<b>4,938.16</b>	<b>-</b>	<b>-</b>	<b>7,971.50</b>
<b>Notes:-</b>	Financial Instruments carried at amortised cost such as trade receivables, loan and advances, other financial assets. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair Values.					