



Rotographics

Date: 28/09/2016

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

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

Scrip Code: 539922

Symbol: RGIL

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

Dear Sir/Madam,

In Continuation to our letter dated September 27, 2016, Please note that the 41st Annual General Meeting (AGM) of the Company was held on Monday, September 26, 2016 at 26, Sunder van Vasant Kunj New Delhi 110070 at 10:30 A.M and the business mentioned in the Notice were transacted

In this regard, please find enclosed the followings:

1. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 duly approved and adopted by the members as per the provisions of the companies Act, 2013.

This is for your information and records.

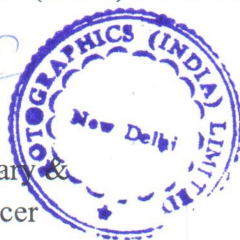
Thanking you

Yours faithfully

For Rotographics (India) Limited

M. Sagir

(Mohd Sagir)
Company Secretary &
Compliance Officer



ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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

**41st ANNUAL REPORT
2015-2016**

ROTOGRAPHICS (INDIA) LIMITED

Regd. Office: E-49/303, DAZALL HOUSE,
JAWAHAR PARK, LAXMI NAGAR,
DELHI 110092

Ph.: 011-42334176, 47366600

Email id: info@rotoindia.co.in

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pratap Burman	—	Director
Mrs. Chanchala Burman	—	Director
Mr. Bapi Karmakar	—	Director
Mr. Naresh Kumar Bansal	—	Director
Mr. Anil Kumar	—	Director
Mr. Arun Bhatia	—	Director

COMPANY SECRETARY

Mr. Mohd Sagir

AUDITORS

J.K Monga & Associates
Chartered Accountants,
G-8, Pratap Bhawan,
Bahadur Shah Zafar Marg,
New Delhi- 110002
Tel No. 011 4058 7607

BANKERS



Syndicate Bank

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

SECRETARIAL AUDITOR

P.K.S & Associates
Company Secretaries

INTERNAL AUDITOR

Deepak Jaju & co.
Chartered Accountants
New Delhi

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

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

Notice	3-9
Directors' Report	10-14
Compliance with Code of Conduct	14
Management's Discussion and Analysis	15 -16
Extract of Annual Return	17-24
Report on Corporate Governance	25-32
Compliance Certificate	33
Secretarial Auditor's Certificate on Corporate Governance	34-36
Independent Auditors' Report	37-42
Balance Sheet	43
Statement of Profit & Loss	44
Cash Flow Statement	45
Notes to the Financial Statements	46-57
MGT-11 Form/Attendance Slip	58-59
Map of the AGM Venue	60

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

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

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of Rotographics (India) Limited will be held on Monday, the 26th day of September 2016, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 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 on 31st March, 2016 and the reports of the Board of Directors and Auditors' thereon.
2. Appointment of Statutory Auditor

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s. Kumar Grover & Co, Chartered Accountants, New Delhi, (Firm Registration No 001240N) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. J.K Monga & Associates., Chartered Accountants, New Delhi, the Statutory Auditor of the Company, who have not offered themselves to continue as the Statutory Auditor of the Company; to hold office for the first term of five years, from the conclusion of forty first Annual General Meeting until the conclusion of forty six Annual General Meeting of the Company (subject to ratification of the appointment by the Members at every subsequent Annual General Meeting), at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS

3. **Re-appointment of Mr. Pratap Burman, (DIN: 00595389) as Director**

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, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of **Mr. Pratap Burman, (DIN: 00595389)** as Non Executive, Promoter Director of the Company be and is hereby approved, and he will be liable to retire by rotation, with effect from the date of this Meeting.

4. **Re-appointment of Mr. Naresh Kumar Bansal, (DIN: 00681525) as Director**

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, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment

of Mr. Naresh Kumar Bansal, (DIN: 00681525), as Executive Director of the Company be and is hereby approved, and he will be liable to retire by rotation, with effect from the date of this Meeting.

5. Re-appointment of Mr. Bapi Karmakar, (DIN: 02404342) as Director

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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of Mr. Bapi Karmakar, (DIN: 02404342), as Executive Director of the Company be and is hereby approved, and he will be liable to retire by rotation, with effect from the date of this Meeting

6. Appointment of Mr. Anil Kumar, (DIN: 06940017) as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Anil Kumar, (DIN: 06940017), as Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, he not being a director liable to retire by rotation.”

7. Appointment of Mr. Surendran Paramu , (DIN: 07602763) as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Surendran Paramu, (DIN: 07602763), as Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, he not being a director liable to retire by rotation.”

8. To appoint Mr. Pratap Burman, (DIN: 00595389) as Chairman of the Company.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, **Mr. Pratap Burman, (DIN: 00595389)**, be and is hereby appointed as Chairman of the Company for a period of five years.

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

Place: New Delhi
Date: 01st September 2016

Pratap Burman
Executive Director

Notes:

As Rotographics (India) Limited, being a listed company, is compulsorily required to provide remote e-voting facility to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 41st AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and forms part of this Notice.
2. The profile of the Directors seeking appointment/reappointment, as required in terms of regulation 36 of SEBI (LODR) Regulations 2015 annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
4. A person can act as proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
5. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. The Register of Members and Share Transfer Registers of the Company will remain closed from 23rd September, 2016 to 26th September, 2016 (both days inclusive).
7. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No.3 to 8 is Annexed hereto.
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 Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company.
10. Members seeking further information about the accounts are requested to write atleast 10 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
11. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
12. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
13. **Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.**
14. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

15. Members may also note that the Notice of 41st Annual General Meeting and Annual Report for the year 2015-2016 is also available on the website of the Company www.rotointia.co.in for their download
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circular etc. from the Company electronically.
17. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. The cutoff date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be 22nd September 2016.

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

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

PROCESS FOR MEMBERS OPTING FOR E-VOTING

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- b) person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on 22nd September 2016 (the “Cut-off Date”) only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the Cut-off date
- c) At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by remote e-voting shall be entitled to cast their vote through Ballot papers

d) Instructions For Remote E-Voting Are As Under

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

- a) Click on Shareholder – Login
- b) Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)
- c) Click Login
 1. Home page of “e-Voting” appears. Click on e-Voting-Active Voting Cycles
 2. Select E-Voting Event Number (EVEN) of Rotographics (India) Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period, whichever is earlier).
 3. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on and from Friday, 23rd September 2016 at 9:00 am and ends on Sunday, 25th September 2016 at 5:00 pm.
 4. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 5. Once you have voted on the resolution, you will not be allowed to modify your vote.

The remote e-voting period shall commence on Friday, 23rd September 2016 at 9:00 am and ends on Sunday, 25th September 2016 at 5:00 pm During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September 2016 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

- d) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 22nd September 2016 may obtain their USER ID and password for remote e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020 or NSDL.
- f) In case of queries, you may refer the “Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members” available at the ‘downloads’ section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information:
Phone No. +91 22 24994600/24994738, Toll Free no. 1800222990
- g) The Board of Directors has appointed Mr. Manoj Kumar Purbey of M/s. Manoj Purbey & Associates., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
- h) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
- i) The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.rotaindia.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No.3 to 8 of the accompanying Notice dated 01st September 2016.

In respect of Item No. 3

Mr. Pratap Burman, Director of the company retires from office by rotation and being eligible, and offers himself for reappointment as director but in Non Executive capacity.

The other details of Mr. Pratap Burman in terms of **Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Reg 2015**, is annexed to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Pratap Burman is concerned or interested in the Resolution at Item No. 3 of the Notice.

In respect of Item No. 4

The Board of Director, on recommendation of Nomination and Remuneration committee, at their meeting held on 12.08.2016, decided to re appoint Mr. Naresh Kumar Bansal as executive and non independent director and his appointment shall be subject to retirement by rotation as provided in the Act but he shall be eligible for re- appointment.

In respect of Item No. 5

The Board of Director, on recommendation of Nomination and Remuneration committee, at their meeting held on

12.08.2016, decided to re appoint Mr. Bapi Karmakar as executive and non independent director and his appointment shall be subject to retirement by rotation as provided in the Act but he shall be eligible for re-appointment.

In respect of Item No. 6 & 7

In terms of Section 149(11) of the Act, an independent director can hold office for two terms of up to 5 consecutive years each on the board of the Company. Pursuant to Section 149 of the Act, the tenure of an independent director before commencement of the Act is not to be reckoned when calculating the maximum term of office of the independent director. Accordingly, it is proposed to appoint Mr. Anil Kumar and Mr. Surandran Paramu Directors, as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from the date of this Annual General Meeting, as set out at Item Nos. 6&7 of this Notice. Notices, as required under Section 160 of the Act, have been received from a Member proposing the candidature of the said Directors as Independent Directors of the Company.

In respect of Item No. 8

The Board of Directors at its meeting held on 12.08.2016, has approved re-appointment of Mr. Pratap Burman as the Non-Executive Chairman of the Company for a period of 5 (Five) years with effect from the date of 41st Annual General meeting of the company, subject to the necessary approval(s).

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

Place: New Delhi
Date: 01st September 2016

Pratap Burman
Executive Director

Annexure A to the notice

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Reg 2015 the brief profile of Directors eligible for appointment/re-appointment vide item no. 3 to 8 is as follows:

Particulars	Mr. Pratap Burman	Mr. Surendran Paramu	Mr. Naresh Kumar Bansal	Mr. Bapi Karmakar	Mr. Anil Kumar
DIN	00595389	07602763	00681525	02404342	06940017
Date of Birth	18.05.1944	17/05/1959	28.10.1956	16.08.1973	13.12.1978
Date of Appointment	16.01.1976	-	24/03/2014	30.05.2008	02/08/2014
Qualification	Graduate	Graduate	Graduate	Graduate	Chartered Accountant
Experience in Specific functional areas	Industrialist & Rich experience in Paper Industry	Rich Experience in Trading	Rich experience in the areas of finance & banking	Rich experience in general management	Rich experience in finance, audit & taxation
Directorship held in other listed entities	None	None	None	None	None
Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholders' Relationship Committee	None	Audit Committee Nomination & Remuneration Remuneration Stakeholders' Relationship Committee	Audit Committee	Audit Committee Nomination & Remuneration Committee
Number of shares held in the company	578600	300	0	0	0
Relationship with any Director(s) of the Company	Mrs. Chanchala Burman	None	None	None	None

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of Rotographics (India) Limited for the year ended 31st March, 2016.

1. SUMMARISED FINANCIAL HIGHLIGHTS

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

1. FINANCIAL RESULTS

Particulars	For the year 2015-16 (In Rupees)	For the year 2014-15 (In Rupees)
Sales and other income	9968432	7509908
Profit before Depreciation	171365	190074
Depreciation	68781	60094
Profit before tax	102584	129980
Profit after tax	69293	89926
Transferred to General Reserve	0	0
Interim Dividend	0	0
Earnings per share (Rs.)	0.02	0.02

2. PERFORMANCE REVIEW

During the year under review your Company has achieved gross revenue of Rs. 99,68,432/- as against Rs. 75,09,908/- in the previous year. The Profit before depreciation amounted to 1,71,365/- as against Rs. 1,90,074/- in the previous year.

Profit before tax during the year worked out to Rs. 1,02,584/- as compared to Rs.1,29,980/- in the previous year.

3. DIVIDEND

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

4. SHARE CAPITAL

The paid up Equity Share Capital of the company as on March 31, 2016 was Rs. 3,60,13,000/- During the year Company forfeited 2,92,000 partly paid up equity shares amounting Rs. 14,60,000/- due to failure to pay the balance amount of allotment money by shareholders and under review the company has not issued any shares or any convertible instruments.

5. EXTRACT OF ANNUAL RETURN:

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

6. BOARD MEETINGS HELD DURING THE YEAR:

During the year, 14 meetings of the Board of Directors were held, which includes one meeting of Independent Directors as required under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The details of the meetings are furnished in the Corporate Governance Report.

7. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR

All Independent Directors of the Company have given declarations to the Company under Section 149 (7) of

the Act that, they meet the criteria of independence as provided in Sub-Section 6 of Section 149 of the Act and also under the Listing Regulations.

8. REMUNERATION POLICY OF THE COMPANY:

The Remuneration Policy of the Company for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company along with other related matters have been provided in the Corporate Governance Report.

As and when need arises to appoint Director, the Nomination and Remuneration Committee (NRC) of the Company will determine the criteria based on the specific requirements. NRC while recommending candidature to the Board, will take into consideration the qualification, attributes, experience and Independence of the Candidate. Director(s) appointment and remuneration will be as per NRC Policy of the Company.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has neither given any loans or guarantees nor made investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2015-16.

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

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

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

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of particulars of Board of Directors) Rules, 1988 are not applicable to the Company. Therefore, the information relating to conservation of energy or technology absorption etc. is not given.

(a) Total Foreign Exchange earned Rs. nil (previous year Rs. Nil)

(b) Total Foreign Currency Rs. Nil

12. CORPORATE SOCIAL RESPONSIBILITY

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

13. 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.

14. 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.

15. RELATED PARTY TRANSACTION

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Accordingly the disclosure of related party transaction as required under section 134(3)(h) of the Companies Act, 2013 in form AOC 2 is not applicable.

16. 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.

17. PARTICULARS OF EMPLOYEES

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

18. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3) (c) and 134 (5) of the Act, that:

1. in the preparation of the annual financial statements for the year ended March 31, 2016, 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, 2016, 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, 2016;
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual financial statements have been prepared on a going concern basis;
5. proper internal financial controls are in place and such internal financial controls are adequate and were operating effectively;
6. proper systems have been devised to ensure compliance with the provisions of all applicable laws and are adequate and operating effectively.

19. CORPORATE GOVERNANCE REPORT AND CERTIFICATE:

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

20. SECRETARIAL AUDIT:

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, your Company engaged the services of Messrs P.K.S & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2016. The Secretarial Audit Report in Form MR-3 is given in Annexure – E, forming part of this report.

21. WHISTLE BLOWER POLICY:

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

The Whistle Blower Policy is available on Company's website

22. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

I. RETIRE BY ROTATION

In Accordance with the provision of section 152 (6) Mr. Pratap Burman (DIN: 00595389) will retire by rotation at the ensuing Annual general Meeting of the company and being eligible, offer himself for re-appointment as Non executive Director. The boards recommended his re appointment.

II. APPOINTMENT

Mr. Arun Bhatia (DIN: 00465892)

Mr. Arun Bhatia has been appointed as an additional Director (Non Independent) under Sec 161 of the Companies Act 2013 w.e.f. 27th May 2016.

As an Additional Director, Mr. Arun Bhatia shall hold office upto the date of ensuing Annual General Meeting. The Company has not received any notice as per the provision of Section 160(1) of the Companies Act 2013 from a member proposing his appointment as Director.

Mr. Mohd Sagir

CS Mohd Sagir has been appointed as Company Secretary & Key managerial personnel of the Company in the board meeting held on 15.01.2016 in place of CS Neelam Nailwal.

Necessary resolutions relating to Directors who are seeking appointment / reappointment are included in the Notice of Annual General Meeting. The relevant details of the said Directors are given in the annexure to the Notice of the Annual General Meeting.

As on date, Mr. Bapi Karmakar, Chief Executive Officer, Mr. Naresh Kumar Bansal, Chief Financial Officer and Mr. Mohd Sagir, Company Secretary are the Key Managerial Personnel of the Company.

23. 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.

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

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

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The details on Internal Control Systems and their adequacy are provided in the Management's Discussion and Analysis which forms part of this Report.

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

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Compliance Committee has been constituted for reporting and conducting inquiry in to the complaints made by the victim on the harassments at the work place.

27. 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.

28. AUDITORS:

(I) STATUTORY AUDITOR

M/s. J.K Monga & Associates Chartered Accountants, New Delhi, the Statutory Auditor of the Company, who have not offered themselves to continue as the Statutory Auditor of the Company in view of their pre-occupation with other work. The Board places on record its appreciation for the services rendered by them during their tenure with the Company. Based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on August 12th 2016, have appointed M/s. Kumar Grover &

Co, Chartered Accountants, New Delhi, (Firm Registration No 001240N), as the Statutory Auditors of the Company, subject to the approval by the Members of the Company in the Company's ensuing Annual General Meeting.

M/s. Kumar Grover & Co, Chartered Accountants, shall hold office for the first term of five years, from the conclusion of the 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company (subject to ratification of their appointment by the Members at every subsequent Annual General Meeting). The proposal for their appointment as Statutory Auditors of the Company is included in the Notice of the ensuing annual general meeting for approval of the Members of the Company. M/s. Kumar Grover & Co has furnished written consent and a confirmation to the effect that they are not disqualified to be appointed as the Statutory Auditors of the Company in terms of the provisions of Companies Act, 2013 and Rules framed thereunder. In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

(II) SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed P.K.S & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure E".

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

(III) INTERNAL AUDITOR

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

29. ACKNOWLEDGEMENTS:

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

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

Place: New Delhi
Date: 01st September 2016

Pratap Burman
Executive Director

Annual Compliance with the Code of Conduct for the Financial Year 2015-2016

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, I hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2016 from all the Board Members and Senior Management Personnel

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

Place: Delhi
Date: 01st September 2016

Bapi Karmakar
CEO

Annexure - A to Directors' Report

Management's Discussion and Analysis

Disclaimer

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

Overall Review

As per the latest GDP growth estimates, India economy grew by 7.56% in financial year 2016 compared to 7.24% in financial year 2015, mostly driven by improved economic fundamentals and revision of GDP methodology calculation. Even inflation showed signs of moderation, a welcome sign – wholesale price and consumer price inflation declined in last year 4.2% and 7.4% respectively, falling crude oil prices, stable rupee, improved purchasing power and consumer spending, higher capital inflows supported by the new government policy reforms have already put India on accelerating growth track and improved the business outlook. However, deadlock in the parliament on key reforms and the prospect of taxation under MAT has led to shortterm jitters in the market. Lack of pickup in credit growth due to high banking NPAs is a worrying sign. While the markets have reached record levels, showing great optimism, it remains to be seen whether it will be seen in the performance of industry sector.

Outlook

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

Future Prospects

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

a consistent and rapid expansion in the capacities by the existing/new players can become a major concern area if the demand does not catch up at the same speed (as is presently witnessed today) and if the global macro economic factors do not improve within a reasonable period of time.

SWOT Analysis of Denim Industry

Strengths

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

Weaknesses

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

Opportunities

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

Threats

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

Human Resources

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

Risk and Concerns

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

Internal Control Systems

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

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

Place: New Delhi
Date: 01st September 2016

Pratap Burman
Executive Director

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

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

**Extract of Annual return
As on financial year ended on 31.03.2016**

I. REGISTRATION & OTHER DETAILS:

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

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading of Fabric	99611319	100

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

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
Not Applicable			

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) INDIAN									
a) Individual/HUF	0	946600	946600	24.31	946600	0	946600	26.28	1.97
b) Central Govt	0	0	0	0	0	0	0	0	0

c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	893700	893700	22.96	893700	0	893700	24.82	1.86
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total(A)(1)	0	1840300	1840300	47.27	1840300	0	1840300	51.10	3.83
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total(A)(1)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	0	1840300	1840300	47.27	1840300	0	1840300	51.10	3.83
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	1144300	1144300	29.39	998500	143800	1142300	31.72	2.33
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	308600	308600	7.93	14500	133100	147600	4.10	-3.83
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	531000	531000	13.64	52000	350000	402000	11.16	-2.48
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	69100	69100	1.77	0	69100	69100	1.92	0.15
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign									
Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	2053000	2053000	52.73	1065000	696000	1761000	48.90	-3.83
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	2053000	2053000	52.73	1065000	696000	1761000	48.90	-3.83
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	3893300	3893300	100	2905300	696000	3601300*	100	0

* Company has forfeited and cancelled 2,92,000 shares amounting to Rs.14,60,000/- (2,92,000 shares @Rs. 5/- each forfeited w.e.f 04.03.2016) and reduced the number of shares from 38,93,300 to 36,01,300.

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 01-April 2015]			Shareholding at the end of the year[As on 31-March-2016]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pratap Burman	578600	14.86	0	578600	16.07	0	1.21
2	Chanchala Burman	321700	8.26	0	321700	8.93	0	0.67
3.	Pratap Burman HUF	46300	1.19	0	46300	1.29	0	0.10
4.	Flowpack India Pvt. Ltd	296600	7.62	0	296600	8.23	0	0.61

5.	Praxton Associates Pvt Ltd	408700	10.50	0	408700	11.35	0	0.85
6.	Arms Advisory Services Pvt Ltd	188400	4.84	0	188400	5.23	0	0.39
	Total	1840300	47.27	0	1840300	51.10	0	3.83*

*Change in percentage of promoter's shareholding is due to forfeiture of shares by the company during the year.

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Pratap Burman				
	At the beginning of the year	578600	14.86		
	Due to forfeiture of shares as on 04.03.2016	0	1.21	578600	16.07
	At the end of the year	578600	16.07	578600	16.07
2.	Chanchala Burman				
	At the beginning of the year	321700	8.26		
	Due to forfeiture of shares as on 04.03.2016	0	0.67	321700	8.93
	At the end of the year	321700	8.93	321700	8.93
3.	Pratap Burman HUF				
	At the beginning of the year	46300	1.19		
	Due to forfeiture of shares as on 04.03.2016	0	0.10	46300	1.29
	At the end of the year	46300	1.29	46300	1.29
4.	Flow pack India Private Limited				
	At the beginning of the year	296600	7.62		
	Due to forfeiture of shares as on 04.03.2016	0	0.61	296600	8.23
	At the end of the year	296600	8.23	296600	8.23
5.	Praxton Associates private Limited				
	At the beginning of the year	408700	10.50		
	Due to forfeiture of shares as on 04.03.2016	0	0.85	408700	11.35
	At the end of the year	408700	11.35	408700	11.35
6.	Arms Advisory Services private Limited				
	At the beginning of the year	188400	4.84		
	Due to forfeiture of shares as on 04.03.2016	0	0.39	188400	5.23
	At the end of the year	188400	5.23	188400	5.23

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		For Each of the Top 10 Shareholders	Shareholding at the end of the year	
		No. of shares	% of total of the company		No. of shares	% of total of the company
1	Agbros Fincap Pvt. Ltd	386500	9.93	Agbros Fincap Pvt. Ltd	386500	10.73
2	Himgiri Finvest Pvt. Ltd	264000	6.78	Himgiri Finvest Pvt. Ltd	264000	7.33
3	S S Infosolution Pvt Ltd	190000	4.88	S S Infosolution Pvt Ltd	190000	5.28
4	Kapivar Finlease Pvt. Ltd	158000	4.06	Kapivar Finlease Pvt. Ltd	158000	4.39
5	Haripuri Estates Pvt. Ltd	110800	2.85	Haripuri Estates Pvt. Ltd	110800	3.08
6	Pradeep Narayan	110000	2.83	Pradeep Narayan	100000	2.78
7	Kajol Ghosh	95000	2.44	Kajol Ghosh	95000	2.64
8	Rabindra Nath Das	95000	2.44	Rabindra Nath Das	95000	2.64
9	Rajiv Bhatia	52000	1.34	Rajiv Bhatia	52000	1.44
10	Manu Mehta	30000	0.77	Manu Mehta	30000	0.83

*Change in percentage of holding of top ten Shareholders is due to forfeiture of shares by the company during the year.

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Pratap Burman				
	At the beginning of the year	578600	14.86		
	Due to forfeiture of shares as on 04.03.2016	0	1.21	578600	16.07
	At the end of the year	578600	16.07	578600	16.07
2.	Chanchala Burman				
	At the beginning of the year	321700	8.26		
	Due to forfeiture of shares as on 04.03.2016	0	0.67	321700	8.93
	At the end of the year	321700	8.93	321700	8.93
3.	Anil Kumar				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Naresh Kumar Bansal				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
5.	Bapi Karmakar				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
6.	Arun Bhatia				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
7.	Mohd Sagir				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	680000	-	680000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	680000	-	680000
Change in Indebtedness during the financial year				
* Addition	-	650000	-	650000
* Reduction	-			
Net Change	-	650000	-	650000
Indebtedness at the end of the financial year				
i) Principal Amount	-	1330000	-	1330000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1330000	-	1330000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	NIL	/
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under NIL section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	NIL	/
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	Mohd Sagir	-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	75,000	-	75000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	75000	-	75000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year under review, no Penalty was levied against the Company, its Directors or any of its Officers under the Companies Act, 2013 and also there was no Punishment or Compounding of offences against the Company, its Directors or any of its Officers.

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

Place: New Delhi
 Date: 01st September 2016

Pratap Burman
 Executive Director

Annexure - C 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. The detailed report on implementation by the Company, of the Corporate Governance Code as incorporated in SEBI (LODR) Regulation 2015.

Company's Philosophy on Corporate Governance

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

Board of Directors:

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

Composition of Board

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

The Board of Directors presently consists of six Director out of which 2 are executive and 4 are non executive Director with one Non Independent women Director. The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions.

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

Name of Director	Category	Attendance particulars		No of Directorship and other committee membership/chairmanship			Relationship with other director	No. of shares held by Non Executive Director
		Board Meeting	Last AGM	Director ship	Committee Membership	Chairman ship		
Pratap Burman	Executive (Promoter)	12	Yes	2	1	0	Relative of Mrs. Chanchala Burman	-
Chanchala Burman	Executive (Promoter)	08	Yes	2	0	0	Relative of Mr. Pratap Burman	-
Bapi Karmakar	Independent	10	Yes	1	2	0	Nil	Nil

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		
Naresh Kumar Bansal	Non Executive Independent	10	Yes	1	0	3	Nil	Nil
Anil Kumar	Non Executive Independent	11	Yes	1	2	0	Nil	Nil
Arun Bhatia	Non Executive Non Independent	03	No	1	1	0	Nil	Nil

Thirteen Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

14 th May 2015	13 th October 2015	15 th January 2016
30 th May 2015	14 th November 2015	12 th February 2016
14 th August 2015	27 th November 2015	04 th March 2016
05 th September 2015	19 th December 2015	
03 rd October 2015	29 th December 2015	

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

The company has formulated a policy to familiarise 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 familiarisation programmes are disclosed on the website of the company at the following Link www.rotointia.co.in.

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 October 03, 2015 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 (Familiarisation programme for Independent Directors) Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the Chairman and CEO on the Company's important aspects.

Evaluation of the Board's Performance

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

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of

independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

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

Board Committees

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

Audit Committee

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

Five meetings of the Audit Committee were held during the year viz. on May 14, 2015, August 14, 2015, November 14, 2015, December 19, 2015 and February 4, 2016 respectively. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

Name	Status	Category	No of Meetings Attended during the year 2015-16
Mr. Naresh Kumar Bansal	Chairman	Non Executive and Independent Director	5
Mr. Bapi Karmakar	Member	Executive Director	5
Mr. Anil Kumar	Member	Non Executive and Independent Director	5
Mr. Mohd Sagir	Secretary	Secretary	1

Terms of reference: The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the performance of internal auditors. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.

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

The company secretary acts as the secretary to the committee.

Nomination and Remuneration Committee

The Board has reconstituted the existing remuneration Committee into Nomination and Remuneration Committee comprising 3 members in the board meeting held on 29.12.2015 and framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The policy has been displayed on the company's website viz., www.rotointia.co.in.

Name	Position	Category	No of Meetings Attended
Mr. Naresh Kumar Bansal	Chairman	Non Executive Independent Director	1
Mr. Anil Kumar	Member	Non Executive Independent Director	1
Mr. Arun Bhatia	Member	Non Executive Non Independent Director	1

One meeting of the Nomination and Remuneration Committee were held during the year viz. on. The composition of the Nomination and Remuneration Committee and details of their attendance at the meetings are as follows:

Mr. Naresh 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

The Shareholders / Investors Grievance committee/Share transfer committee was renamed and reconstituted as Stakeholders Relationship Committee at a board meeting held on 29.12.2015. The committee continues to perform its tasks under the companies Act, 2013 as well as newly introduced SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the audit committee may be grouped under the following heads:

The Committee performs following functions

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

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

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

Name	Position	Category	No of Meetings Attended
Mr. Naresh Kumar Bansal	Chairman	Non executive -Independent Director	4
Mr. Pratap Burman	Member	Executive Director- Non Independent	4
Mr. Bapi Karmakar	Member	Executive-Independent Director	4

No. of investors' complaints received by the RTA/ Company during the year: 1

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

No. of complaints pending as at 31st March, 2016: 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 2015-2016

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

- I. 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:
- II. 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;
- III. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- IV. 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;
- V. 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 2015-16 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. your company recently filed an application to BSE Limited for listing of its equity shares under Direct Listing Route.

Related Party Transactions

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

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

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

Disclosures

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

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

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

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

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014 issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

General Body Meeting

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

AGM	Date	Location of the meeting	Whether Special resolution Passed
38 th	30th September 2013	26, Sundervan, Vasant Kunj New delhi-110070	No
39 th	29th September 2014	26, Sundervan, Vasant Kunj New delhi-110070	No
40 th	30th September 2015	26, Sundervan, Vasant Kunj New delhi-110070	Yes

One special resolution was passed during the last three Annual General Meetings. No resolution was passed through postal ballot last year.

Means of Communication

Quarterly, half-yearly and annual financial results are communicated to the 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 and official news releases, are posted on our website: www.rotaindia.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.

General Shareholders' Information

Day : Monday
Date : 26th day of September 2016
Time : 10:30 A.M
Venue : 26, Sunder Van, Vasant Kunj, New Delhi -110070

Financial Year: 01st April 2015 to 31st March 2016

Stock Exchange on which the company's shares are listed

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

Recognition of Delhi stock Exchange Limited and Jaipur Exchange Limited withdrawn by SEBI for not fulfilling the condition given in circular MRD/DoP/SE/Cir- 36 /2008 December 29, 2008 and CIR/MRD/DSA/14/2012 May 30, 2012 (Exit Circular 2012) issued by SEBI and Your Company already filed an application for listing on BSE Limited under Direct Listing Route and application is in advance stage of approval.

Stock Code

ISIN under depository system: INE364S01014

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

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 for physical transfer of securities as well as dematerialization/ rematerialization of securities

Distribution of Shareholding as on 31st March, 2016

Numbers Of Share-Holders	% of Total	Share Holding of Nominal Value	No. of Shares of Rs.	Amount in Rs.	% to Total
393	77.06	Up to 5000	72400	724000	2.01
70	13.73	5001 to 10000	59000	590000	1.64
12	2.35	10001 to 20000	22300	223000	0.62
8	1.57	20001 to 30000	21000	210000	0.58
3	0.58	30001 to 40000	10500	105000	0.29
5	0.98	40001 to 50000	24500	245000	0.68
1	0.2	50001 to 100000	10000	100000	0.28
18	3.53	100001 and above	3381600	33816000	93.9
510	100.00	Total	3601300	36013000	100.00

Categories of Shareholding as on March 31, 2016

S No.	Shareholders	No. of Shares	% age
1	Indian Promoters	1840300	51.10
2	Foreign Promoters	0	0
3	UTI/Financial Institutions & Banks	0	0
4	Body Corporate	1142300	31.72
5	NRI/ OCB/ Clearing House/ Public Trust	69100	1.92
6	Foreign Institutional Investors	0	0
7	Indian Public	549600	15.26
	Total	3601300	100.00

Dematerialization of shares

The Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to handle dematerialization of shares. As on March 31, 2016, a total of 29,05,200 equity shares which form 80.67% of the share capital stand dematerialized including 100% of Promoters' holding.

Outstanding GDRs/ ADRs/ Warrants/ Convertible instruments

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

Commodity Price Risk/ Foreign Exchange Risk and Hedging

The Company did not engage in hedging activities

Address for Correspondence:

(a) For Transfer of physical shares:
Request for dematerialization of shares,
Change of, mandates/ address
Investor grievance or any other query

Skyline Financial Services (P) Limited
D-153/A, 1st Floor, Okhla Industrial Area
Phase-1, New Delhi-110020
admin@skylinerta.com

Registered Office:

E-49/303, Dazall House, Jawahar
Park, Laxmi Nagar, New Delhi - 110092
EMAIL:- info@rotoindia.co.in
Website: www.rotoindia.co.in
Telephone No.:- 011-042334176

Annexure D

Compliance Certificate

To,
The Members,
Rotographics (India) Limited

We have examined the compliance of conditions of Corporate Governance by Rotographics (India) Limited ('the Company'), for the year ended on 31st March, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Ahmedabad Stock Exchange Limited.

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

Observation

We observed that The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply to the Rotographics (India) Limited due to its Paid up capital of Rs. 3,60,13,000/- and its Networth Rs. 3,51,40,692/- which are less than the threshold limit given in regulation 15 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

**For P.K.S & Associates
Company Secretaries**

**Place: Delhi
Date: 18/05/2016**

**CS Prasant K Sarkar
CP No: 6534**

Annexure - E to Directors' Report

Secretarial Audit Report For The Financial Year Ended 31st March, 2016

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

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

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

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 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 have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
6. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
7. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

As per the explanations and clarifications given to us and the representation made by the management, during the period under review there are no specific laws applicable to company

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with Stock Exchanges;
3. SEBI (LODR)regulation 2015

During the period under review and as per the explanations and clarification given to us and the representation made by the company, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The company was not required to comply with the provision of other regulation listed in the Form No. MR-3 prescribed under the companies Rules, 2014 as there were no instance / events falling within the perview of these regulations during the financial year.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

**For P.K.S & Associates
Company Secretaries**

**Place: Delhi
Date: 18/5/2016**

**CS Prasant K Sarkar
CP No: 6534**

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

Annexure - I to Secretarial Audit Report

For The Financial Year Ended 31st March, 2016

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

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For P.K.S & Associates
Company Secretaries**

**Place: Delhi
Date: 18/5/2016**

**CS Prasant K Sarkar
CP No: 6534**

Independent Auditor's Report

**THE MEMBERS,
M/S ROTOGRAPHICS (INDIA) LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Rotographics (India) Limited ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of section 143 of the Act , we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, the Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act; and
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the company has no pending litigation which impacts on its financial position in its financial statements.
 - ii. the company did not have any long term contracts including derivatives contracts for which there was any material foreseeable losses.
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS**

(JAYANT K. MONGA)
Partner
Membership No.: 084641

Date: 27th May, 2016
Place: New Delhi

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, 2016, we report that:

1.
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) All fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancy was noticed on such verification.
 - c) In our opinion and according to the information and explanation given to us, during the year, substantial part of fixed assets have not been disposed off by the company.
2. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the registered maintained u/s 189 of the Companies Act, 2013 during the year.
4. In our opinion and according to the information and explanations given to us, the company has not granted any loans, guarantees and securities in respect of which provisions of Section 185 and 186 of the Companies Act, 2013, are applicable during the year.
5. The company has not accepted any deposits from the public.
6. According to the information given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of any of the Company's products.
7.
 - a) According to the Book and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management Representations, undisputed statutory dues which are applicable to the company including Income tax, Sales tax, Custom Duty, cess and other statutory dues have been regularly deposited by the company with the appropriate authorities.
 - b) According to information and explanations given to us and the records of the company examined by us as on 31st March, 2016, there is no amount due in case of Income tax/Sales Tax/Custom Duty/cess in respect of which there is any dispute with any statutory authority.
8. The company does not have any loans or borrowings from any financial institution, banks or Government during the year.
9. The company did not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided any managerial remuneration due to inadequate profits during the year.

12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company.
13. According to the information and explanations given to us and based on our examination of the records of the company, there are no transactions with the related parties. Hence section 177 and 188 of the Companies Act, 2013 are not applicable to the company.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non –cash transactions with directors or persons connected with them.
16. According to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

For J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS

(JAYANT K.MONGA)

Partner

Membership number: 084641

Date: 27th May, 2016

Place: New Delhi

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 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company, which is company incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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 J.K. MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS**

(JAYANT K.MONGA)

Partner

Membership number: 084641

Date: 27th May, 2016

Place: New Delhi

ROTOGRAPHICS (INDIA) LIMITED

CIN : L74899DL1976PLC008036

Balance Sheet as at 31 March, 2016

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
		Amount	Amount
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	36,013,000	37,473,000
Reserves and surplus	4	(872,309)	(2,242,312)
		35,140,691	35,230,688
Non-current liabilities			
Long-term liabilities	5	680,000	680,000
Deferred Tax Liabilities(net)		291	160,905
		680,291	840,905
Current liabilities			
Short term borrowings		650,000	-
Trade payables		2,749,752	478,992
Other current liabilities	6	286,862	2,707,200
Short-term provisions	7	135,778	95,514
		3,822,392	3,281,706
TOTAL		39,643,374	39,353,299
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	8	96,454	371,930
Intangible assets		-	-
		96,454	371,930
Non-current Investments	9	15,971	15,971
		112,425	387,901
Current assets			
Inventories	10	513,618	234,000
Trade receivables	11	450,000	464,840
Cash and cash equivalents	12	419,169	1,285,938
Short-term loans and advances	13	38,148,162	36,980,620
		39,530,949	38,965,398
TOTAL		39,643,374	39,353,299

See accompanying notes forming part of the financial statements

as per our report of even date attached

FOR J.K. MONGA & ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors

(JAYANT K. MONGA)
Partner
Membership No. 84641

(PRATAP BURMAN)
Director
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date: 27th May, 2016

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

CIN : L74899DL1976PLC008036

Statement of Profit and Loss for the year ended 31 March, 2016

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
		Amount	Amount
Revenue			
Revenue from operations	14	9,968,432	7,509,908
Other income		-	-
(A) TOTAL REVENUE		9,968,432	7,509,908
Expenses			
Purchases of stock-in-trade	15	8,983,363	6,642,692
Changes in inventories of finished goods, work-in-progress and stock-in-trade	16	(279,618)	(110,880)
Employee benefits expense	17	653,172	317,914
Depreciation and amortisation expense	8	68,781	60,094
Other expenses	18	440,150	470,108
(B) TOTAL EXPENSES		9,865,848	7,379,928
(C) Profit / (Loss) before exceptional and extraordinary items and tax (A-B)		102,584	129,981
(D) Exceptional items		-	-
(E) Profit / (Loss) before tax (C-D)		102,584	129,981
(F) Tax expense:			
Current year tax expense		33,000	40,000
Deferred tax		291	55
		33291	40,055
(G) Profit / (Loss) operations (E-F)		69,293	89,926
Earnings per share (of 10/- each):			
Basic	19	0.02	0.02
Diluted		0.02	0.02

See accompanying notes forming part of the financial statements

as per our report of even date attached

FOR J.K. MONGA & ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors

(JAYANT K. MONGA)
Partner
Membership No. 84641

(PRATAP BURMAN)
Director
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date: 27th May, 2016

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2016

	2015-2016	2014-2015
A. Cash flow from operating activities		
Net profit/(loss) before tax and extra ordinary items adjusted for		
Income tax	69,294	89,926
Depreciation	33,000	40,000
Operating profit before working capital changes	171,075	190,020
Adjustment for changes in		
Trade Receivables	14,840	1,02,354
Loan & Advances	(11,67,542)	1,69,427
Inventories	(2,79,618)	(1,10,880)
Trade payables	(1,09,315)	21,060
Cash generated from Operations	(13,70,560)	3,71,981
Income tax	(33,000)	(40,000)
Cash flow before extra ordinary items	(14,03,560)	3,31,981
Extra ordinary items	291	55
Net cash from operating activities	(14,03,269)	3,32,036
B. Cash flow from investing activities		
Investments	-	-
Sales of fixed assets (net)	(1,13,500)	-
Net cash used in investing activities	(1,13,500)	-
C. Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Proceeds from short term borrowings	6,50,000	-
Decrease from long term borrowings	-	(1,65,000)
	6,50,000	(1,65,000)
Net cash used in financing activities		
Net increase in cash & cash equivalents (A + B + C)	(8,66,769)	1,67,036
Cash & Cash equivalents as at 1st April, (Opening Balance)	12,85,938	11,18,902
Cash & Cash equivalent as at 31st March (Closing Balance)	4,19,169	12,85,938

as per our report of even date attached

FOR J.K. MONGA & ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors

(JAYANT K. MONGA)
Partner
Membership No. 84641

(PRATAP BURMAN)
Director
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

Place: New Delhi
Date: 27th May, 2016

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March,2016

Note 3: Share capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	Rs.	Number of shares	Rs.
Authorised : Equity shares of 10/- each with voting rights	5,000,000	50,000,000	5,000,000	50,000,000
Issued : Equity shares of 10/- each with voting rights	3,893,300	38,933,000	3,893,300	38,933,000
Subscribed & Paid up : Equity shares of 10/- each with voting rights	3,893,300	38,933,000	3,601,300	36,013,000
Add: Partly Paid shares	-	-	292,000	1,460,000
Less: Forfeited Shares	(292,000)	(1,460,000)	-	-
Total	3,601,300	36,013,000	3,893,300	37,473,000

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

Notes:

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

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

Particulars	Opening Balance	Fresh issue	Reduction of capital (forfeited partly paid share)	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2016				
- Number of shares(including partly paid up shares)	3,893,300	-	292,000	3,601,300
- Amount (Rs.10/- each)	37,473,000	-	1460000*	36,013,000
Year ended 31 March, 2015				
- Number of shares(including partly paid up shares)	3,893,300	-	-	3,893,300
- Amount (Rs.10/- each)	37,473,000	-	-	37,473,000

Note:*(Partly paid shares @ Rs.5/- each forfeited during the year)

3.2 Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
PRATAP BURMAN	578,600	16.07	578,600	14.86
CHANCHALA BURMAN	321,700	8.93	321,700	8.26
PRAXTON ASSOCIATES PVT. LTD.	408,700	11.35	408,700	10.50
HIMGIRI FINVEST PVT. LTD.	264,000	7.33	264,000	6.78
AGBROS FINCAP PVT. LTD.	386,500	10.73	386,500	9.93
ARMS ADVISORY SERVICES PVT LTD	188,400	5.23	-	-
S.S INFOSOLUTION PVT LTD	190,000	5.28	-	-
FLOWPACK INDIA PVT LTD	296,600	8.24	296,600	7.62
TOTAL	2,634,500	73.16	2,256,100	57.95
Note 4 Reserves and surplus				
Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Rs.		Rs.	
(a) General reserve				
Opening balance	-		-	
Add: Transferred from surplus	-		-	
Less: Utilised / transferred during the year for:				
Issuing bonus shares	-		-	
Others	-		-	
Closing balance	-		-	
(b) Capital Reserve*				
Opening balance	-		-	
Add: Transferred during the year	1,460,000		-	
Closing balance	1,460,000		-	
(c) Surplus / (Deficit) in Statement of Profit and Loss				
Opening balance	-2,242,312		-2,332,238	
Add: Profit / (Loss) for the year				
Amounts transferred from Statement of Profit and Loss:				
Deffered tax liabilities adjusted	69,293		89,926	
Deffered tax liabilities adjusted	160,905		-	
Less: Dividends proposed to be distributed to equity shareholders	-		-	
Adjustment for Accumulated Depreciation	320,195		-	
Transferred to General reserve	-		-	
Closing balance	-2,332,309		-2,242,312	
Total Reserves and surplus (a+b+c)	-872,309		-2,242,312	
Note: *(Amount of forfeited shares transferred to Capital reserve)				

ROTOGRAPHICS (INDIA) LIMITED		
NOTES		
forming part of the financial statements for the year ended 31st March,2016		
<u>Note 5 Long Term liabilities</u>		
Particular	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Other loans (Unsecured)		
Unsecured loan	680,000	680,000
Total Amount	680,000	680,000
<u>Note 6 Other current liabilities</u>		
Particular	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Other payables		
Statutory due payables	286,862	7200
Advance received from Customer	-	2700000
Total Amount	286,862	2,707,200
<u>Note 7 Short-term provisions</u>		
Particular	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Provision for employees salary & benefits:		
Provision for Salary	64000	37000
Provision for Incentive	-	-
Provision for Leave Encashment	-	-
	64,000	37,000
Other provisions:		
Provision for tax	33000	40000
Provision - Audit Fee	17154	16854
Provision - Other Expenses	21623	1660
	71,777	58,514
Total Amount	135778*	95,514

Note:*Short term provision is excess by Re. 1/- due to rounding off.

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2016

Tangible assets	Gross block					
	Balance as at 1 April, 2015	Additions	Disposals	Other adjustments*	Balance as at 31 March, 2016	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Plant & Machinery	7,258,131	42,000	-	-	7,300,131	
Office equipment	475,478	29,000	-	-	504,478	
Furniture & fittings	-	42,500	-	-	42,500	
Total	7,733,609	113,500	-	-	7,847,109	
Previous year	7,733,609	-	-	-	7,733,609	

Tangible assets	Accumulated depreciation					Net block	
	Balance as at 1 April, 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Other adjustments*	Balance as at 31 March, 2016	Balance as at 31 March, 2016	Balance as at 31 March, 2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Plant & Machinery	6,888,069	57,654	-	318,586	7,264,309	35,822	370,062
Office equipment	473,610	6,634	-	1,609	481,853	22,625	1,868
Furniture & fittings	-	4,493	-	-	4,493	38,007	-
Total	7,361,679	68,781	-	320,195	7,746,162	96,454	371,930
Previous year	7,301,585	60,094	-	-	7,361,679	371,930	432,024

Note:

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

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March,2016

Note-9-Non current Investment

	Particulars	For the year ended	For the year ended
		31 March, 2016	31 March, 2015
		Rs.	Rs.
A	Trade Investments		
	(b) Investment in Properties	-	-
	(b) Investment in Equity instruments	-	-
	(c) Investments in preference shares	-	-
	(d) Investments in Government or Trust securities	-	-
	(e) Investments in debentures or bonds	-	-
	(f) Investments in Mutual Funds	13,971	13,971
	(g) Investments in partnership firms*	-	-
	(h) Other non-current investments (specify nature)	-	-
	Total (A)	13,971	13,971
B	Other Investments		
	(a) Investment Properties	-	-
	(b) Investment in Equity instruments	2,000	2,000
	(c) Investments in preference shares	-	-
	(d) Investments in Government or Trust securities	-	-
	(e) Investments in debentures or bonds	-	-
	(f) Investments in Mutual Funds	-	-
	(g) Investments in partnership firms*	-	-
	(h) Other non-current investments (specify nature)	-	-
	Total (B)	2,000	2,000
	Grand Total (A + B)	15,971	15,971
	Less : Provision for dimunition in the value of Investments	-	-
	Total	15,971	15,971

Particulars	For the year ended	For the year ended
	31 March, 2016	31 March, 2015
Aggregatge amount of quoted inviestments (Market Value)	31,349	29,074
Aggregatge amount of unquoted inviestments (Market Value)	-	-

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March,2016

Note 10 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Stock-in-trade (acquired for trading)	513,618	234,000
Goods-in-transit	-	-
	513,618	234,000
(b) Stores and spares	-	-
Goods-in-transit	-	-
	-	-
Total Amount	513,618	234,000

Note 11 Trade receivables

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Trade receivables (outstanding for a period exceeding six months from the date they were due for payment)		
Unsecured, considered good	-	248,840
Doubtful	-	-
	-	248,840
Other Trade receivables		
Unsecured, considered good	450,000	216,000
Doubtful	-	-
	450,000	216,000
	450,000	464,840
Less: Provision for doubtful trade receivables	-	-
Total Amount	450,000	464,840

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2016

Note 12 Cash and cash equivalents

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Cash in hand	148,309	477,763
(b) Foreign Currency in hand	-	-
(c) Balances with banks		
(i) In current accounts	270,860	808,175
(ii) In deposit accounts (having remaining maturity of 12 month or less)	-	-
Total Amount	419,169	1,285,938

Note 13 Short-term loans and advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) <u>Loans and advances to employees</u>		
Unsecured, considered good	-	-
Doubtful	-	-
8,500		
Less: Provision for doubtful loans and advances	-	-
	-	-
(b) <u>Balances with government authorities</u>		
Unsecured, considered good		
(i) Income Tax Authorities		
- Advance Tax	35,582	41,540
- TDS	50,000	64,000
(ii) Sales Tax Deposit	40,080	40,080
	125,662	145,620
(c) <u>Others: Loans & Advances</u>		
Unsecured, considered good	38,022,500	36,835,000
Doubtful	-	-
	38,022,500	36,835,000
Less: Provision for other doubtful loans and advances	-	-
	38,022,500	36,835,000
Total Amount	38,148,162	36,980,620

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2016

Note 14 Revenue from operations

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
Sale of products	9,113,390	6,838,933
Professional Receipts (Commission)	500,000	640,000
Lease Charges	-	30,000
Excess Provision Written Back	-	33
Miscellaneous Income	355,042	942
Total Revenue	9,968,432	7,509,908

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2016

Note 15 Purchase of traded & service goods

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
Fabric	8,983,363	6,642,692
Total Purchases	8,983,363	6,642,692

Note 16 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
<u>Inventories at the end of the year:</u>		
Stock-in-trade	513,618	234,000
	513,618	234,000
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	234,000	123,120
	234,000	123,120
Net (increase) / decrease	-279,618	-110,880

Note 17 Employee benefits expense

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
(i) Salaries and wages	648,482	312,484
(ii) Staff welfare expenses	4,690	5,430
Total Amount	653,172	317,914

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2016

Note 18 Other expenses

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
Advertisement	81,328	52,852
Books , Newspaper & Periodicals	270	340
Fees & Taxes	93,888	200,894
Bank Charges and Interest	625	2,255
Office Maintenance	3,490	1,560
Electricity, water,Power and fuel	-	14,750
Rent including lease rentals	120,000	54,475
EDP Expenses	15,870	-
Income tax	2,358	-
Travelling and conveyance Expenses	580	720
Telephone Postage & Fax	32,249	6,921
Printing and stationery	8,950	24,727
Legal and professional	63,366	84,000
Rebate & Discount	1	9,760
Payments to auditors (Refer Note (i) below)	17,175	16,854
Total Amount	440,150	470,108

Note :

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	17,175	16,854
For taxation matters	-	-
For management services	-	-
Total Amount	17,175	16,854

Note 19 Earnings Per Share (EPS):

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

Particular	Units	31 March, 2016	31 March, 2015
Basic Earnings Per Share:			
(A) Net profit / (loss) after tax	Rs.	69,293	89,926
(B) Weighted average number of equity shares used in computing basic earnings per equity share	No. of Shares	36,01,300	38,93,300
(C) Basic and diluted earnings/(loss) per equity share (A/B)	Rs.	0.02	0.02

ROTOGRAPHICS (INDIA) LIMITED

NOTES

forming part of the financial statements for the year ended 31st March, 2016

Note 20 Related Party Disclosure :

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

<p>A) Relationships: <u>Category I - Directors, Key Management Personnel & their Relatives:</u></p>				
	Mr. Pratap Burman		Director	
	Mrs. Chanchala Burman		Director	
	Mr. Anil Kumar		Director	
	Mr. Arun Bhatia		Director	
	Mr. Naresh Kumar Bansal		Chief Financial Officer	
	Mr. Bapi Karmakar		Chief Executive Officer	
	Mr. Mohd Sagir		Company Secretary	
	& Relative of Key Mangement Personnel			
<p><u>Category II - Enterprise having control & ownership over the reporting enterprise:</u></p>				
	Praxton Associates Pvt. Ltd.			
	Arms Advisory Services Pvt. Ltd.			
	Flowpack (India) Pvt. Ltd.			
<p>B) Following transactions were carried out with related parties:</p>				
S. no.	Particular	Category	31 March, 2016	31 March, 2015
1	<u>Remuneration to Key Managerial Personnals :</u>			
	Mr. Mohd Sagir	I	75,000	-
	Ms. Neelam Nailwal		2,25,000	136354
2	<u>Loans and advances from enterprise:</u>			
	Arms Advisory Services Pvt. Ltd.	II	6,50,000	-

Note 21 Additional information to the financial statements

Note	Particulars		
21	Deferred tax:		
	Particulars	As at 31 March, 2016	As at 31 March, 2015
	Deferred tax (liability) / asset		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	(291)	(1,60,905)
	On expenditure deferred in the books but allowable for tax purposes	-	-
	Tax effect of items constituting deferred tax liability	(291)	(1,60,905)
	<u>Tax effect of items constituting deferred tax assets</u>		
	On difference between book balance and tax balance of fixed assets	-	-
	On expenditure claimed in the books but disallowed under the Income Act	-	-
	Tax effect of items constituting deferred tax assets	-	-
	Net deferred tax (liability) / asset	(291)	(1,60,905)

ROTOGRAPHICS (INDIA) LIMITED
Notes forming part of the financial statements

Note	Particulars
1	<u>ACCOUNTING POLICIES</u> Significant accounting policies are summarized below:
1.1	Basis of accounting and preparation of financial statements The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
1.2	Operating Cycle Based on the nature of its activities, the Company has considered its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.
1.3	Use of Estimates The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provisions for impairment.
1.4	Inventories Inventories are valued at the lower of cost or net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods including freight, inventories recorded in the books as on 31st March, 2016 are based upon the physical verification done by management by actual count, weight or measurement.
1.5	Cash Flow Statements Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of the non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company are segregated. The Statement has been prepared by the company in accordance with the requirement of Regulation 34 of SEBI (LODR) Regulation 2015 and is based on AS-3, issued by the ICAI.
1.6	Cash And Cash Equivalent Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
1.7	Fixed Assets Tangible assets are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use, less accumulated depreciation/amortisation/ impairment losses, if any.
1.8	Depreciation/Amortisation Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013
1.9	Revenue Recognition <u>Sale of goods</u> Sales are recognised, net of returns , on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales have been accounted excluding sales tax and value added tax.

1.10	Accounting for Tax Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liability are reviewed at each Balance Sheet date for their realisability.
1.11	Foreign Currency Transactions There are no foreign currency transactions involved during the year under review.
1.12	Investments Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments. Long term Investments are carried at cost.
1.13	Employee Benefits No Contribution to Provident Fund and no provision for gratuity has been made since there is no employee covered under the Provident Fund Act and Payment of Gratuity Act.
1.14	Earnings Per Share Basic earnings per share is computed and disclosed using weighted average number of equity shares outstanding during the year. Since company does not fall in any of the categories, it is not required to disclose diluted earnings per share.
1.15	Provisions and contingencies Disputed liabilities and claims against the Company including claims raised by fiscal authorities (e.g. Sales Tax , IncomeTax, Service Tax etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation are not provided for in accounts but disclosed in notes to accounts. A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
1.16	Segment reporting The company runs in single segment hence segment reporting is not required.
2	<u>NOTES TO ACCOUNTS :</u>
2.1	The Revised Schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
2.2	Contingent Liabilities There are no contingent liabilities at the year ended on 31st March,2016

as per our report of even date attached

FOR J.K. MONGA & ASSOCIATES
Chartered Accountants

(JAYANT K. MONGA)
Partner
Membership No. 84641

Place: New Delhi
Date: 27th May, 2016

(MOHD SAGIR)
Company Secretary
Membership No. A 42985

For and on behalf of the Board of Directors

(PRATAP BURMAN)
Director
DIN : 00595389

(CHANCHALA BURMAN)
Director
DIN : 00720455

(NARESH KUMAR BANSAL)
CFO

(BAPI KARMAKAR)
CEO

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info.rotoundia.co.in

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

Form No. MGT-11**Proxy form**

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual general meeting of the company, to be held on the 26th day of September 2016 at 10:30 A.M at 26, Sunder Van, Vasant Kunj, New Delhi -110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
	Ordinary Business
1	Adoption of Financial Statements, Reports of the Board of Directors and Auditors.
2	Appointment of Statutory Auditor
	Special Business
3	Re-appointment of Mr. Pratap Burman, (DIN: 00595389) as Director
4	Re-appointment of Mr. Naresh Kumar Bansal, (DIN: 00681525) as Director
5	Re-appointment of Mr. Bapi Karmakar, (DIN: 02404342) as Director
6	Appointment of Mr. Anil Kumar, (DIN: 06940017) as Independent Director
7	Appointment of Mr. Surendran Paramu, (DIN: 07602763) as Independent Director
8	To appoint Mr. Pratap Burman, (DIN: 00595389) as Chairman of the Company

Signed this..... day of..... 20....

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

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

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036 Email info@rotoindia.co.in

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

ATTENDANCE SLIP

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

PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT

I hereby record my presence at the 41st Annual General Meeting to be held on Monday, 26th September 2016, at 26, Sunder Van, Vasant Kunj, New Delhi -110070 at 10:30 A.M.

Regd. Folio No. :	Name of the shareholder/ Proxy(in block letters)	Signature
DP ID No.		
Client ID No.		

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



