



Date: January 10, 2025

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai- 400001

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 and Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations")

We wish to inform you that the Promoter and Promoter Group (*as specified in Annexure I*) (collectively referred to as the "Sellers") of **Rotographics (India) Limited** ("Company") have entered into a Share Purchase Agreement ("SPA") dated January 10, 2025 with **Mr. Shrey Gupta** ("Acquirer") (hereinafter referred to as "Acquirer") pursuant to which the Sellers propose to sell their entire shareholdings in the Company to the Acquirer. The consummation of the SPA would result in the Acquirer acquiring control over the Company.

The above said transaction shall attract an obligation on the Acquirer to make an Open Offer to the public shareholders of the Company in terms of applicable regulation of Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulation, 2011 ("SEBI (SAST) Regulations).

Please find attached **Annexure I** to this letter, disclosed pursuant to Regulation 30 and 30A of SEBI (LODR) Regulations and as per the circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Kindly take the same on record.

Yours faithfully,

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Regd: Off: Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001

Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in



Rotographics

For Rotographics (India) Limited

For and on Behalf of Board of Directors

Divya

Company Secretary

M. No.: A56206

Place: New Delhi

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Annexure - I

S.No	Particulars							
a.	If the listed entity is a party to the agreement, i. Details of the counterparties (including name and relationship with the listed entity)	Not applicable						
b.	If listed entity is not a party to the agreement, i. Name of the party entering into such an agreement and the relationship with the listed entity;	<table border="1"><thead><tr><th>Sl. No.</th><th>Name of Sellers</th><th>Relationship with the Company</th></tr></thead><tbody><tr><td>1.</td><td>Mr. Ashok Kumar Singhal</td><td>Promoter</td></tr></tbody></table>	Sl. No.	Name of Sellers	Relationship with the Company	1.	Mr. Ashok Kumar Singhal	Promoter
	Sl. No.	Name of Sellers	Relationship with the Company					
	1.	Mr. Ashok Kumar Singhal	Promoter					
ii. Details of the counterparties to the agreement (including name and relationship with the listed entity);	<table border="1"><tbody><tr><td>1.</td><td>Mr. Shrey Gupta</td><td>Acquirer</td></tr></tbody></table>	1.	Mr. Shrey Gupta	Acquirer				
1.	Mr. Shrey Gupta	Acquirer						
iii. Date of entering into the agreement	The share Purchase Agreement has been executed on January 10, 2025							
c.	Purpose of entering into the agreement	<p>The Sellers and the Acquirer have executed a Share Purchase Agreement whereby the Acquirer proposes to acquire 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, representing 51.10% (Fifty-One Point One Zero Percent) of the Voting Share Capital of the Company in the manner and terms of the SPA.</p> <p>Further, the proposed transaction shall attract an obligation on the Acquirer to make an open offer as required under SEBI (SAST) Regulations.</p>						

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d.	Shareholding, if any, in the entity with whom the agreement is executed	Shareholding of the Sellers prior to SPA:			
		S.no	Name	No. of shares	% of holdings
		1.	Mr. Ashok Kumar Singhal	18,40,300	51.10%
		Shareholding of the Acquirer prior to SPA:			
		S.no	Particulars	No. of shares	% of holdings
		1.	Mr. Shrey Gupta	Nil	0
e.	Significant terms of the agreement (in brief)	In terms of the SPA, the Acquirer have agreed to purchase from the Sellers and the Sellers have agreed to sell to the Acquirer 18,40,300 Equity Shares of Rs. 10/- each being 51.10% of the total Paid up and Issued Share Capital of the Company in the manner and subject to the terms and conditions contained herein.			
f.	Extent and the nature of impact on management or control of the listed entity	Pursuant to the Open Offer and the consummation of the Proposed Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirer will acquire control over the Company and the Acquirer shall become the promoter of the Company in accordance with the provisions of the SEBI (LODR) Regulations. Further, upon sale of the entire shareholding of the Seller in the Company pursuant to the SPA, the Seller is desirous that he will cease to be member of the promoter of the Company in accordance with applicable law.			
g.	Details and quantification of the restriction or liability imposed upon the listed entity	Not applicable			
h.	Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	The Seller is a promoter of the Company.			
i.	whether the transaction would fall within related party	The transaction executed as per Share Purchase Agreement would not be considered as a related party transaction.			

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	transactions? If yes, whether the same is done at "arm's length"	
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable
k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable
l.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):	Not applicable
	i. name of parties to the agreement	-
	ii. nature of the agreement;	-
	iii. date of execution of the agreement;	-
	iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	-
	v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	-

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