

January 17, 2025

To,

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

Ref.: Rotographics (India) Limited (Scrip Code: 539922)

Dear Sir/Madam,

SUBJECT: OPEN OFFER FOR ACQUISITION OF UPTO 34,19,338 EQUITY SHARES FROM THE SHAREHOLDERS OF ROTOGRAPHICS (INDIA) LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "ROTOGRAPHICS") BY MR. SHREY GUPTA (HEREINAFTER REFERRED TO AS ACQUIRER).

We are pleased to submit Copy of Detailed Public Statement ("DPS") dated January 16, 2025, pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15 and such other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Detailed Public Statement has been published in the following Newspapers on January 17, 2025:

S. No.	Newspapers	Language	Editions
1.	Financial Express	English	All Editions
2.	Jansatta	Hindi	All Editions
3.	Pratahkal	Marathi	Mumbai Edition

We are enclosing herewith a soft copy of newspaper clipping of the DPS published in Financial Express (English) for your kind perusal.

Kindly take the above information on your records.

Thanking You,
Yours faithfully

For Fintellectual Corporate Advisors Private Limited


Amit Puri
Director
DIN:09081387



DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(1) AND 4 READ WITH REGULATION 13(4), REGULATION 14(3), REGULATION 15(2) AND OTHER APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Reg office: Shop No. 37, Shanker Market, Connaught Place, New Delhi-110001, Phone: +91-98735 74302; Website: www.rotaindia.co.in; Email Id: info@rotaindia.co.in

OPEN OFFER FOR ACQUISITION OF UPTO 34,19,338 (THIRTY FOUR LAKH NINETEEN THOUSAND THREE HUNDRED AND THIRTY EIGHT ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH, REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE EXPANDED SHARE CAPITAL (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF ROTOGRAPHICS (INDIA) LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "ROTOGRAPHICS") BY MR. SHREY GUPTA ("ACQUIRER") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND REGULATION 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

x. The key financial information of the Target Company based on the unaudited result for the 6 months period ended September 30, 2024 and audited financials for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 are as follows:

Table with 5 columns: Particulars, For the Six Months Ended (September 30, 2024, March 31, 2024), and Year ended (Audited) (March 31, 2023, March 31, 2022). Rows include Total Income, Net Income/Loss (PAT), Earnings Per Share (EPS) (in Rs.), and Net Worth / Shareholders Funds.

The key financial information for the Quarter ended September 30, 2024, has been extracted from Company's Unaudited Financial Results along with Limited Review Report for the quarter ended September 30, 2024. (Source: https://www.bseindia.com/xmi-data/corpling/AttachHis/5b5d507f-cb1b-455e-8644-4c399ea7919.pdf)

The key financial information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, has been extracted from Company's annual report for financial year ended March 31, 2024 and March 31, 2023. (Source: https://www.bseindia.com/xmi-data/corpling/AttachHis/210bb35e-ca5f-42e0-995f-2ed727203a05.pdf and https://www.bseindia.com/xmi-data/corpling/AttachHis/722f417-652c-43ae-acc0-16c9b0b0e8e8.pdf)

(D) Details of the Offer: i. The Acquirer hereby make this Offer to the existing shareholders to acquire up to 34,19,338 (Thirty-Four Lakh Nineteen Thousand Three Hundred and Thirty Eight Only) Equity Shares having face value of ₹ 10/- (Rupees Ten Only) constituting 26.00% of the Expanded Equity Share Capital of the Target Company from the closure of the tendering period ("Offer Size"). This Offer is being made at a price of ₹ 15/- (Rupees Fifteen Only) ("Offer Price") per fully paid-up Equity Share of the Target Company aggregating to ₹ 5,12,90,070/- (Rupees Five Crore Twelve Lakhs Ninety Thousand Seventy only) ("Offer Consideration").

(E) As on the date of this DPS, the Acquirer does not have any intention to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

Table with 4 columns: Promoter Sellers (Name, No. of Equity Shares, % of total share capital), and Acquirers (Name, No. of Equity Shares, % of total share capital). Rows include Ashok Kumar Singhal and TOTAL.

iii. Also, the Board of Directors of Target Company in their meeting held on Friday, January 10, 2025 proposed to allot 95,50,000 (Ninety-Five Lakhs and Fifty Thousand) equity shares of face value of ₹ 10/- each at an issue price of ₹ 11/- (Rupees Eleven Only) per equity shares aggregating to ₹ 10,50,50,000/- (Rupees Ten Crore Fifty Lakhs Fifty Thousand only) (hereinafter referred to as the "Proposed Preferential Issue").

For further details of SPA, Public Shareholders of the Target Company may refer to the SPA, which would be available to them for inspection at the office of the Manager to the Offer.

III. SHAREHOLDING AND ACQUISITION DETAILS: The current and proposed shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows: Table with 3 columns: Details, Number of shares, %.

Table with 3 columns: Name of the Stock Exchange, Total No. of Equity Shares traded during the Twelve months prior to the month of PA, Total No. of Equity Shares listed, Total Trading Turnover (as % of total Equity Shares listed).

iii. Based on the above information available on the website of BSE, Equity Shares of Target Company are infrequently traded on the Stock Exchange within the meaning of Regulation 21(i)(j) of the SEBI (SAST) Regulations. The Offer Price of ₹ 15/- (Rupees Fifteen Only) per Equity Share is justified in terms of Regulation 8(2) of the Takeover Regulations as it is higher of the following:

Table with 3 columns: Sr. No., Particulars, Amount (in ₹). Rows 1-6 detailing various price benchmarks like Highest Negotiated Price, Proposed Preferential Allotment Price, etc.

vii. In the event of acquisition of the Equity Shares by the Acquirer, during the Offer Period, at a price higher than the Offer Price per Equity Share, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(i) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: a. Make corresponding increases to the Escrow Amount.

VI. FINANCIAL ARRANGEMENTS i. The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 34,19,338 (Thirty Four Lakh Nineteen Thousand Three Hundred and Thirty Eight Only) Equity Shares at a price of ₹ 15/- (Rupees Fifteen Only) per Equity Share is ₹ 5,12,90,070/- (Rupees Five Crore Twelve Lakhs Ninety Thousand Seventy only).

VI. STATUTORY AND OTHER APPROVALS i. To the best of knowledge and belief of the Acquirer, as on the date of this DPS, there are no statutory approvals and/or consent required to acquire the equity shares tendered pursuant to this Offer. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

Table with 3 columns: Nature of Activity, Day and Date. Rows include Date of Public Announcement, Last date of publication of the Detailed Public Statement, etc.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER i. All the shareholders (registered or unregistered) of the Target Company, except the Acquirer and the party to the Share Purchase Agreement, owning equity shares any time before the closure of the Offer, are eligible to participate in the Offer.

Name: Nikunj Stock Brokers Limited, Communication Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007. Contact Person: Mr. Anupam Suman. Phone: 011-47030017-18; 9999492292.

IX. IT MUST BE NOTED THAT THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE MENTIONED IN THE LETTER OF OFFER.

X. OTHER INFORMATION i. The Acquirer accepts full responsibility for the information contained in the PA, and this DPS (other than such information regarding the Target Company as has been obtained from public sources, which has not been independently verified by the Acquirer and the Manager to the Offer).

This Detailed Public Statement ("DPS") is being issued by Fintellectual Corporate Advisors Private Limited ("Manager to the offer" or "FCAPIL"), on behalf of the Acquirer and the Public Shareholders (as defined below) of Target Company, pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and such other applicable provisions of the SEBI (SAST) Regulations. This DPS is being issued in pursuant to the Public Announcement (PA) dated Friday, January 10, 2025 as filed with the Stock Exchange (as defined below) and the Securities and Exchange Board of India ("SEBI") and sent to Target Company in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations respectively.

For this Detailed Public Statement, the following terms would have the meaning assigned to them herein below: Table with 2 columns: Definitions & Abbreviations, Particulars.

Acquirer: Mr. Shrey Gupta, son of Shri Raman Gupta, aged 35 years, Indian Inhabitant bearing PAN 'AMLP6694F' under the Income Tax Act, 1961 and residing at F-73, Preet Vihar, Delhi-110092.

Offer Period: The period from the date to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Friday, January 10, 2025, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.

Pre-Issue Paid-up Equity Share Capital: It means the paid-up Equity Shares Capital of the Target Company prior to the Preferential Issue of Equity Shares i.e., ₹ 3,60,13,000 (Rupees Three Crores Sixty Lakhs and Thirteen Thousand Only) representing 36.01,300 (Thirty-Six Lakh One Thousand Three Hundred) equity shares of ₹ 10 (Rupees Ten only) each.

Public Shareholders: All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, pursuant to and in compliance with the SEBI (SAST) Regulations.

Working Day: The working day shall have the meaning ascribed to it under Regulation 2(i) (zf) of the SEBI (SAST) Regulations.

(B) Details of Seller: i. The Acquirer has entered into the Share Purchase Agreement ("SPA") with the promoter Seller, on January 10, 2025, for acquisition of 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) fully paid up equity shares ("Sale Shares") of ₹ 10/- each representing 51.10% (Fifty One Point One Zero Percent) of the Pre-Issue Paid-up Equity Share Capital of the Target Company at a price of ₹ 15/- (Rupees Fifteen Only) per equity share aggregating to ₹ 2,76,04,500/- (Rupees Two Crore Seventy Six Lakhs Four Thousand Five Hundred Only), subject to the terms and conditions as mentioned in the SPA.

(C) Rotographics (India) Limited ("Target Company") "RGL" ("Target"): i. Rotographics (India) Limited was originally incorporated under the Companies Act, 1956 as a Private Limited Company with the name and style as "Rotographics (India) Private Limited" vide Certificate of Incorporation no. 55-8036 dated January 16, 1976, issued by the Registrar of Companies, NCT of Delhi & Haryana.