



January 10, 2025

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

Ref.: **Rotographics (India) Ltd** (Scrip Code: 539922)

Dear Sir (s),

SUBJECT: OPEN OFFER FOR ACQUISITION OF UPTO 34,19,338 EQUITY SHARES FROM THE SHAREHOLDERS OF ROTOGRAPHICS (INDIA) LTD, (HEREIN AFTER REFERRED TO AS "RGIL/" TARGET COMPANY"/"TC") BY MR. SHREY GUPTA (HEREIN AFTER REFERRED TO AS THE "ACQUIRER")

We are pleased to submit Copy of Public Announcement dated January 10, 2025 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, you are requested to disseminate this information of Public Announcement to the Public.

Thanking You,
Yours faithfully

For Fintellectual Corporate Advisors Private Limited




Amit Puri
Director
DIN: 09081387

PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATIONS 3(1) AND REGULATIONS 4 READ REGULATIONS 13 (2)(g), 14, AND 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

ROTOGRAPHICS (INDIA) LIMITED

CIN: L74899DL1976PLC008036

Reg office: Shop No. 37, Shanker Market, Connaught Place, New Delhi-110001

Phone: 011-47366600; Website: www.rotointia.co.in;

Email Id: info@rotointia.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 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")

This Public Announcement ('PA'/ 'Public announcement') is being issued by Fintellectual Corporate Advisors Private Limited ('Manager to the offer' or 'FCAPL') for and on behalf of Acquirer to the Public Shareholders of Target Company ('Public Shareholders') 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.

For this Public Announcement, the following terms have the meaning assigned to them below:

Definitions & Abbreviations	Particulars
Acquirer	Mr. Shrey Gupta, son of Shri Raman Gupta, aged 35 years, Indian Inhabitant bearing PAN `AMLPG6694F under the Income Tax Act, 1961 and residing at F-73, Preet Vihar, Delhi-110092.
Agreement	The Share Purchase Agreement are hereinafter referred to as the Agreement.
Board of Directors	The board means the Board of Directors of the Target Company.
BSE Limited	BSE Limited is the stock exchange where presently the Equity shares of the Target Company are Listed.
Equity Shares/Existing Equity Share Capital	Equity Shares/Existing Equity Share Capital shall mean the fully paid-up equity shares of the face value of ₹10.00/- (Rupees Ten Only) each.

Expanded Equity Share Capital	The total Post Issue Equity Share Capital (as defined below) of the Target Company on a fully diluted basis as of the 10th (Tenth) working day from the closure of the tendering period for the Open Offer. This includes 95,50,000 (Ninety-Five Lakhs and Fifty Thousand) Equity Shares to be allotted by the Target Company by way of the Preferential Allotment to Mr. Shrey Gupta (Acquirer) and other Public Shareholders subject to the approval of the shareholders of the Target Company and other statutory / regulatory approvals.
ISIN	International Securities Identification Number
Negotiated Price	A negotiated price of ₹15/- (Rupees Fifteen Only) per Sale Share, aggregating to an amount of ₹2,76,04,500/- (Rupees Two Crore Seventy Six Lakhs Four Thousand Five Hundred Only) for the sale of 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, representing 51.10% of the Voting Share Capital of the Target Company, by Promoter Seller to the Acquirer, pursuant to the execution of the Share Purchase Agreement.
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.
Offer Price	An offer price of ₹15/- (Rupees Fifteen Only) per Offer Share.
Offer Shares	Open Offer for acquisition of up to 34,19,338 (Thirty Four Lakh Nineteen Thousand Three Hundred and Thirty Eight Only) Equity Shares of the face value of ₹10/- each, representing 26.00% of the Expanded Equity Share Capital of the Target Company at a price of ₹15/- (Rupees Fifteen Only) per fully paid up Equity Share payable in cash.
PA/ Public Announcement	Public Announcement dated Friday, January 10, 2025.
Promoter and Promoter Group	Promoter and Promoter Group shall mean Mr. Ashok Kumar Singhal
Promoter Seller	The existing promoter of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of

	the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo), and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Mr. Ashok Kumar Singhal.
Post Issue Share Capital	Post Issue Share Capital shall mean the total issued and paid up Equity Share Capital of the Target Company as on that date, i.e. 1,31,51,300 (One Crore Thirty One Lakhs Fifty One Thousand and Three Hundred) Equity Shares includes 95,50,000 (Ninety Five Lakhs Fifty Thousand) Equity Shares to be allotted by way of the Preferential Allotment to Mr. Shrey Gupta (Acquirer) and other Public Shareholders, subject to the approval of the shareholders of the Target Company and other statutory / regulatory approvals.
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
Preferential Allotment	The proposed issue and allotment of 95,50,000 Equity Shares, comprising of: (i) 53,00,000 equity shares to the Acquirer and (ii) 42,50,000 equity shares to other Public Shareholders, having face value of ₹10 each at an issue price of ₹11 per equity share (including a share premium of ₹1 per equity share). The proposed preferential allotment has been approved by the Board of Directors of the Target Company in their meeting held on January 10, 2025 and is subject to receipt of shareholders' and other requisite approvals, if any.
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.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof

Share Purchase Agreement/ SPA	The Share Purchase Agreement dated Friday, January 10, 2025, executed between the Acquirer and the promoter Seller, pursuant to which the Acquirer has agreed to acquire 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, representing 51.10% (Fifty One Point One Zero Percent) of the Pre-Issue Paid-up Equity Share Capital of the Target Company from the Promoter Seller at a negotiated price of ₹15.00/- (Rupees Fifteen Only) per Sale Share, aggregating to an amount of ₹2,76,04,500/- (Rupees Two Crore Seventy Six Lakhs Four Thousand Five Hundred Only).
Stock Exchange	BSE Limited, is the stock Exchanges on which the Equity Shares of the Target Company are presently listed.
Target Company/ Target/RGIL	Rotographics (India) Limited, a public limited Company incorporated under the provision of the Companies Act, 1956, having its registered office at Shop No. 37, Shanker Market, Connaught Place, New Delhi-110001 and bearing Corporate Identification Number L74899DL1976PLC008036.
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

1. OPEN OFFER DETAILS:

Open Offer: Open Offer to be made by the Acquirer to the shareholders of the Target Company for acquisition of upto 34,19,338 (Thirty-Four Lakh Nineteen Thousand Three Hundred and Thirty Eight) Equity Shares representing 26% of the expanded paid up Equity Share Capital of the Target Company.

- **Size:** The Open Offer is being made by the Acquirer for acquisition of upto 34,19,338 Equity Shares of face value ₹10 each representing 26% of the expanded paid up Equity Share Capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 95,50,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on Friday, January 10, 2025.
- **Price/Consideration:** At Offer Price of ₹15/- (Rupees Fifteen Only) per fully paid up Equity Share of ₹10 each of the Target Company aggregating to ₹5,12,90,070/- (Rupees Five Crore Twelve Lakhs Ninety Thousand Seventy only).

- **Mode of payment:** The Offer Price will be paid in cash in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- **Type of offer (Triggered offer, voluntary offer/competing offer etc.):**
This is a Triggered Offer under Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

As on the date immediately preceding the date of this public announcement ("PA"), the Acquirer do not hold any equity shares of the Target Company.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

2.1.

2.1.1. The Acquirer has entered into a SPA with the promoter seller on Friday, January 10, 2025, pursuant to which the Acquirer has agreed to acquire 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) equity shares ("**SPA Sale shares**") representing 51.10% of the pre-issue paid-up equity share capital at a price of ₹15/- per equity share, subject to the terms and conditions as set out in the SPA.

On Friday, January 10, 2025, the board of directors of the Target Company approved an issue and allotment of 95,50,000 Equity Shares, comprising of: (i) 53,00,000 equity shares to the Acquirer and (ii) 42,50,000 equity share to other Public Shareholders, having face value of ₹10 each at an issue price of ₹11 per equity share (including a share premium of ₹1 per equity share) on preferential Allotment basis pursuant to section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, subject to Statutory/requisite approvals from Regulatory Authorities. (the "**Underlying Transactions**")

2.2. This open offer is being made under Regulations 3(1) and 4 of the SEBI(SAST) Regulations. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the Promoter of the Target Company.

2.3. A tabular summary of the Underlying Transaction is set out below:

Details of underlying transaction					
Type of Transaction (direct/	Mode of Transaction (Agreement/ Allotment/	Shares / Voting rights acquired/ proposed to be acquired	Total Consideration for shares	Mode of payment	Regulation which has triggered

indirect)	market purchase)	Number	% vis a vis total equity/ voting capital	/Voting Rights (VR) acquired (₹ in crores)	(Cash/ securities)	
Direct	Share Purchase Agreement dated Friday, January 10, 2025 between the Acquirer and the Promoter Seller	18,40,300	13.99%*	₹2.76/-	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations
Direct	Proposed Issue and Allotment of 53,00,000 equity share of face value of ₹10 each at a price of ₹11 per equity share.	53,00,000	40.30%*	₹ 5.83/-	Cash	

*As a percentage of the expanded paid up equity share capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 95,50,000 equity shares of the Target Company, as was approved by the Board of Directors of the Target Company at its meeting held on Friday, January 10, 2025.

2. DETAILS OF THE ACQUIRER:

Details	Acquirer
Name of Acquirer	Mr. Shrey Gupta
Address	F-73, Preet Vihar, Delhi-110092
Name(s) of person in control/ promoters of the Acquirer	Not Applicable
Name of the Group, if any, to which the Acquirer belongs to	None
Pre-Transaction shareholding:	
• Number	Nil
• % of total share capital	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	
• Number	71,40,300
• % of total share capital*	54.29%
Any other interest in the Target Company	None

*As a percentage of the expanded paid up equity share capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 95,50,000

equity shares of the Target Company, as was approved by the Board of Directors of the Target Company at its meeting held on Friday, January 10, 2025.

Note:

- a. The Acquirer shall become the Promoter of the Target Company and shall have control over the Target Company.
- b. Pursuant to the completion of Open Offer, the Acquirer will be classified as the Promoter of the Target Company and the Promoter Seller/present Promoter and Promoter Group will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. DETAILS OF SELLING SHAREHOLDER, IF APPLICABLE:

Name of the Promoter Sellers	Part of Promoter group (Yes/No)	Details of shares/ Voting rights held by the Promoter Sellers			
		Pre Transaction		Post Transaction	
		Number of shares	%	Number of shares	%
Ashok Kumar Singhal	Yes	18,40,300	13.99%*	Nil	Nil

*As a percentage of the expanded paid up equity share capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 95,50,000 equity shares of the Target Company, as was approved by the Board of Directors of the Target Company at its meeting held on Friday, January 10, 2025.

4. TARGET COMPANY:

Name	Rotographics (India) Limited
CIN	L74899DL1976PLC008036
Registered Office	Shop No. 37, Shanker Market, Connaught Place, New Delhi-110001
Exchange where listed	Equity Shares are listed on the BSE Limited
Scrip Code for BSE Limited	539922
Scrip ID for BSE Limited	RGIL
ISIN	INE364S01014

5. OTHER DETAILS

- a. This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.
- b. The Acquirer accepts full responsibility for the information contained in this Public Announcement.
- c. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Friday, January 17, 2025. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, the Target Company, background to the Offer, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.

- d. The completion of this Offer and the Underlying Transaction is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- e. The Acquirer has given an undertaking that they are aware of, and will comply with, their obligations as laid down under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- f. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- g. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- h. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company and the accuracy thereof related to all has not been independently verified by the Manager.

Issued by the Manager to the Open Offer



Fintellectual Corporate Advisors Private Limited

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Website: www.fintellectualadvisors.com

Email Address: info@fintellectualadvisors.com

Contact Person: Mr. Amit Puri

SEBI Registration Number: MB/INM000012944

Validity: Permanent

CIN: U74999DL2021PTC377748

Sd/-

**Shrey Gupta
(Acquirer)**

Place: New Delhi

Date: January 10, 2025