



Date: May 24, 2025

To,

**BSE Limited**

Department of Corporate Services,  
P. J. Towers, Dalal Street, Fort,  
Mumbai- 400001

**Sub- Outcome of the meeting of the Board of Directors of Rotographics (India) Limited (the "Company"), in terms of the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

**Ref: - Outcome of the meeting of the Board of Directors held on May 24, 2025**

**Scrip Code – 539922, (Rotographics (India) Limited)**

Dear Sir/Madam (s),

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform your good office that the Board of Directors of our Company, in their meeting held today i.e., Saturday, May 24, 2025 at 01:00 PM inter alia, considered and approved the following business:

- 1. Ratification of Resolution No. 2 of Notice dated 10.01.2025 approved by shareholders in EGM held on 08.02.2025 for Preferential Allotment of up to 95,50,000 (Ninety-Five Lakh Fifty Thousand) Equity Shares to the Proposed Promoter and Non-Promoter of the Company:**

The Board of Directors of the Company, in its meeting held on today, i.e. 24<sup>th</sup> May, 2025, approved the ratification of Resolution No. 2 as per the Notice dated 10th January 2025, relating to the preferential allotment of up to 95,50,000 (Ninety-Five Lakh Fifty Thousand) equity shares to the proposed Promoter and Non-Promoter entities.

The Board further resolved that the said allotment will be made in compliance with all applicable provisions under the Companies Act, 2013, SEBI Regulations, and other relevant laws. The shareholders' consent was also accorded for the disclosure under point (g) of the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Additionally, the Board ratified and confirmed all actions taken in connection with this matter to ensure smooth execution of the allotment process.

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**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](mailto:info@rotoindia.co.in) Website: [www.rotoindia.co.in](http://www.rotoindia.co.in)



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**2. Alteration of Object Clause of the Memorandum of Association (“MOA”) of the Company:**

The Board of Directors, in its meeting held on 24<sup>th</sup> May, 2025, considered and approved the proposal to alter Clause III (A) – the Main Objects Clause – of the Memorandum of Association (MOA) of the Company in accordance with Sections 4, 13, and 15 of the Companies Act, 2013 and applicable rules thereunder.

The existing sub-clauses 1 and 2 of Clause III (A) of the MOA are to be replaced with new sub-clauses 1 to 6, expanding and redefining the scope of the Company's main objects.

**3. Approval of Notice for Convening an Extraordinary General Meeting (EGM) for the approval of the shareholders of the Company:**

The Board of Directors of the Company have decided to hold an EGM of the Company on Saturday, June 21, 2025 at 12.00 PM through video conferencing (VS)/other audio-visual means (OVAM). The Board has approved the draft notice of the EGM and matters related thereto to be issued to the shareholders for convening the EGM.

**4. Appointment of Scrutinizer:**

The Board has appointed M/s V Kumar & Associates, Company Secretaries, as a Scrutinizer for the purpose of conducting the e-voting process and Voting at the Extraordinary General Meeting of the Company.

Please find attached annexure below:

1. Brief details of amendment in MOA as Annexure-I
2. Approved Notice for EGM as Annexure-II

The meeting of the board of directors commenced at 1:00 P.M. and concluded at 01:55 P.M.

We request you to take the above information on record.

Thanking you,  
Yours faithfully,

**For Rotographics (India) Limited**

**Gaurav Kumar**  
**Whole Time Director**  
**DIN: 01159468**

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**Brief Details with respect to adoption of amended Memorandum of Association (“MOA”)**

S. No.	Particulars	Details
1.	Adoption of amended Memorandum of Association (“MOA”) of the Company as per Companies Act, 2013	Alteration of Memorandum of Association (MOA)
2.	Summary of Change:	<p>Replacement of existing sub-clauses 1 &amp; 2 with new sub-clauses 1 to 6 To include broader business activities such as:</p> <ul style="list-style-type: none"> <li>• Non-ferrous metals &amp; alloys</li> <li>• Raw materials for industrial use</li> <li>• Mineral exploration &amp; mining</li> <li>• Precious stones and jewellery manufacturing &amp; trading</li> </ul>
3.	Approval Process:	<p>Subject to shareholders’ approval via Special Resolution Subject to approval of the Registrar of Companies (ROC) and other regulatory authorities, if applicable</p>

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of Rotographics (India) Limited will be held on Saturday, 21<sup>st</sup> June, 2025 at 12:00 P.M. through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

The proceedings of Extra Ordinary General Meeting (EGM) shall be deemed to be conducted at Registered Office of the Company at Shop No. 37 Shanker Market Connaught Place, Central Delhi, New Delhi-110001, which shall be deemed venue of EGM.

**SPECIAL BUSINESS:**

**1. Ratification of Resolution No. 2 of Notice dated 10.01.2025 approved by shareholders in EGM held on 08.02.2025 for Preferential Allotment of up to 95,50,000 (Ninety-Five Lakh Fifty Thousand) Equity Shares to the Proposed Promoter and Non-Promoter of the Company:**

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

“**RESOLVED THAT** the consent of the shareholders be and is hereby given for ratification of Resolution No. 2 of Notice dated 10.01.2025 approved by shareholders in EGM held on 08.02.2025 for preferential allotment of up to 95,50,000 (Ninety-Five Lakh Fifty Thousand) Equity Shares to the Proposed Promoter and Non-Promoter of the Company, to ensure the issue and allotment of equity shares is in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, SEBI (Listing obligations and Disclosure requirement Regulations), 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any other statutory approval as may be required, the consent of the members be and is hereby accorded with regard to disclosure of point (g) of the Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

**2. Alteration of Object Clause of the Memorandum of Association (“MOA”) of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to alter



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1. To manufacture, process, buy, sell, import, export, marketing, distribute, store, procurement or generally dealing in non-ferrous metals and alloys and its oxides and chemicals.
2. To manufacturer and export and to deal in raw materials of batteries, glass wares, electric bulbs and tubes, paints, rubber industries and ceramics.
3. To undertake and carry on with/without foreign/domestic collaborations research, development, tie-up, arrange, buy, sell, import, export or transfer new technologies, know how, methods, designs, patents or other intellectual rights and properties in the field of non-ferrous metals and alloys and its oxides and chemicals.
4. To carry on, in India or elsewhere, the activities relating to surveys, reconnaissance, exploration development, exploitation, prospecting and beneficiation of resources of Lead, Zinc, Aluminium, Copper, Tin etc and other minerals as per the policy of the Government of India from time to time, and to carry on the various mining activities by obtaining necessary licenses including but not limited to activities of exploration, production, commercialization, development, distribution, derivation, discovering excavation, digging, blasting grading, handling, manipulation, operation, organization, preparation, promotion of gold and other metallic minerals.
5. To act as buyer, supplier, importer, exporter, agent, broker, concessionaire, consultants, mine owner, quarry owner, loader, unloader, transporter, collaborator, job worker or otherwise to deal in gold and other metallic minerals and their concentrates, compounds, products, by products, derivatives, mixtures, ingredients & residues, available on the planet of earth i.e. on land, water or otherwise and other allied commodities and/or activities, present or future and to do all incidental acts and things necessary for attainment of the foregoing objects.
6. To carry on in India or elsewhere the business to manufacture, produce, process, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, C& F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, , applications & designs of rough, raw, cut, uncut, polished or processed, precious & semiprecious stone, and their ornaments, jewelleryes, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, alloys thereof and for the purpose to act as goldsmith, silversmith, jewellers, gem merchants, electroplaters, polishers, purifiers and to do all incidental acts and things necessary for the attainment of above objects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company.



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For and on Behalf of Board of Directors

Rotographics (India) Limited

  
Divya

Company Secretary

M. No.: A56206

Place: New Delhi

Date: 24<sup>th</sup> May, 2025



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1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 09/2023 dated September 25, 2023 and circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.rotointia.co.in](http://www.rotointia.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.



www.evoting.nsdl.com.

- 7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 18th June, 2025 at 9:00 A.M. and ends on 20th June, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th June, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th June, 2025.

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

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

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1.Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during



	<p>the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4.Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service</p>



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	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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



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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent



to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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



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**General Guidelines for shareholders**

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

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

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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**



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

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH**

#### **VC/OAVM ARE AS UNDER:**

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



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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1: Resolution No. 2 of Notice passed on 08.02.2025 for preferential allotment of up to 95,50,000 (Ninety-Five Lakh Fifty Thousand) Equity Shares to the Proposed Promoter and Non-Promoter of the Company on such terms and conditions as set forth in the explanatory statement pertaining to the said proposal.**

With reference to the in-principal approval letter issued by BSE dated March 25, 2025 vide letter no. LOD/PREF/HC/FIP/2031/2024-25, the ratification is being made with regard to point (g) of the explanatory statement. After ratification, point (g) is read as following:

- g) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity share to be issued	Post- Issue equity Shareholding (Post SPA and Preferential allotment)	
				No. of Shares	% of holding		No. of Shares	% of holding*
1.	Shrey Gupta	Proposed Promoter Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	53,00,000	71,40,300 <sup>#</sup>	54.29%
2.	Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	16,46,000	16,46,000	12.52%
3.	Sangeeta Pareekh	Non-Promoter	Not Applicable	5,00,000	13.88%	5,00,000	10,00,000	7.60%
4.	Ranjan Natvarlal Bathia	Non-Promoter	Not Applicable	Nil	Nil	3,27,000	3,27,000	2.49%



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5.	Natvarlal Hirji Bathia	Non-Promoter	Not Applicable	Nil	Nil	3,27,000	3,27,000	2.49%
6.	Saket Agarwal	Non-Promoter	Not Applicable	Nil	Nil	2,00,000	2,00,000	1.52%
7.	Lalit Malik	Non-Promoter	Not Applicable	Nil	Nil	1,75,000	1,75,000	1.33%
8.	Vivek Sawhney	Non-Promoter	Not Applicable	Nil	Nil	1,50,000	1,50,000	1.14%
9.	Gaurav Singh	Non-Promoter	Not Applicable	Nil	Nil	1,50,000	1,50,000	1.14%
10.	Sri Ashok and Sons	Non-Promoter	Bhavya Jain	Nil	Nil	1,50,000	1,50,000	1.14%
11.	Doshi Sagar Hareshkumar	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.76%
12.	Raunak Agarwal	Non-Promoter	Not Applicable	5,000	0.14%	1,00,000	1,05,000	0.80%
13.	Muskan Agarwal	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.76%
14.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	1,00,000	1,00,000	0.76%
15.	Petflakes Poymers India Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	1,00,000	1,00,000	0.76%
16.	DMA Cube 5 Analytics Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	50,000	50,000	0.38%
17.	Sagun Capital	Non-Promoter	Aditya Agarwal and Gunjan Agarwal	Nil	Nil	20,000	20,000	0.15%
18.	Uma Pareek	Non-Promoter	Not Applicable	5,000	0.14%	10,000	15,000	0.11%
19.	Puneet Gupta	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.11%



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20.	Anisha Malik	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.08%
21.	Chirag Talwar	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.08%
22.	Sunita Pahwa	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.08%

\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹13,15,13,000 (Rupees Thirteen Crore Fifteen Lakh and Thirteen Thousand Only) divided into 1,31,51,300 (One Crore Thirty-One Lakh Fifty-One Thousand Three Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.

#These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated January 10, 2025.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares Mr. Shrey Gupta (the proposed allottee) shall acquire and exercise control of the Company.

Please note that, the "Ultimate Beneficial Owner" of Sagun Capital are Aditya Agarwal and Gunjan Agarwal and "Ultimate Beneficial Owner" of Saket Agarwal is Not applicable. Thus, in point (g), the word "Not applicable" in Ultimate Beneficial Owner column against Sagun Capital has been substituted by the word "Aditya Agarwal and Gunjan Agarwal" and the word "Aditya Agarwal and Gunjan Agarwal" against Saket Agarwal has been replaced by the word "Not Applicable".

**Item No. 2: The Board has to consider proposals for diversification into areas which would be profitable for the Company as part of diversification plans from time to time. For this purpose, the Objects Clause of the Memorandum of Association of the Company ('MOA'), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities to enable the Company embarking upon new projects and activities.**

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of the MOA of the Company is being amended by substitution of the existing Clause III (A) of the Memorandum of Association ("the MOA") of the Company by replacing the existing sub-clauses 1 to 2 with new sub-clauses 1 to 6.

The Board in its meeting held on 24<sup>th</sup> May, 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of



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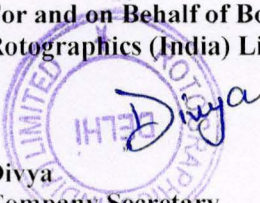
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shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 02 of the Notice for approval of the Members.

**For and on Behalf of Board of Directors  
Rotographics (India) Limited**



**Divya  
Company Secretary  
M. No.: A56206**

**Place: New Delhi  
Date: 24<sup>th</sup> May, 2025**