

PUBLIC ANNOUNCEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE 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

Registered office: Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi-110076

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OPEN OFFER FOR ACQUISITION OF UPTO 9,36,338 FULLY PAID EQUITY SHARES, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF ROTOGRAPHICS (INDIA) LIMITED, (HEREIN AFTER REFERED AS ("ROTOGRAPHICS"/"TARGET COMPANY"/"TC")) AT AN OFFER PRICE OF ₹ 14/- (RUPEES FOURTEEN ONLY) PER OFFER SHARES TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY MR. ASHOK KUMAR SINGHAL (HEREIN AFTER REFERRED TO AS THE "ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO ("SEBI (SAST) REGULATIONS") ("OPEN OFFER" OR "OFFER")

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:

1. DEFINITIONS AND ABBREVIATIONS

Definitions & Abbreviations	Particulars
Acquirer	Mr. Ashok Kumar Singhal, son of Mr. Hukam Chand, aged 67 years, Indian Inhabitant bearing PAN 'AFNPS5604L' under the Income Tax Act, 1961, and residing at House No. 1269, Sector-8 C, Chandigarh- 160009.
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	Equity Shares shall mean the fully paid-up equity shares of the face value of ₹ 10.00/- (Rupees Ten Only) each.
ISIN	International Securities Identification Number

Negotiated Price	A negotiated price of ₹14/- (Rupees Fourteen Only) per Sale Share, aggregating to an amount of ₹2,57,64,200/- (Rupees Two Crore Fifty Seven Lakhs Sixty Four Thousand Two 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 Sellers to the Acquirer, pursuant to the execution of the Share Purchase Agreement.
Offer Period	The period from the date of entering into an agreement 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., Thursday, February 09, 2023, 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 ₹14/- (Rupees Fourteen Only) per Offer Share.
Offer Shares	9,36,338 (Nine Lakh Thirty-Six Thousand Three Hundred Thirty Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 th (Tenth) working day from the closure of the Tendering Period.
PA/ Public Announcement	Public Announcement dated Thursday, February 09, 2023.
Promoter Sellers	The existing promoters 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. Pratap Burman, Mrs. Chanchala Burman, Pratap Burman HUF, Praxton Associates Private Limited, Flow Pack (India) Private Limited and Arms Advisory Services Private Limited.
Public Shareholders	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer and the parties to the Share Purchase Agreement, including persons deemed to be acting in concert with such parties to the Share Purchase Agreement (if any), 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 Thursday, February 09, 2023, executed between the Acquirer and the promoter Sellers, 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 Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹ 14.00/- (Rupees Fourteen Only) per Sale Share, aggregating to an amount of ₹ 2,57,64,200/- (Rupees Two Crore Fifty Seven Lakhs Sixty Four Thousand Two Hundred Only).
Stock Exchanges	BSE Limited is the stock Exchanges on which the Equity Shares of the Target Company are presently listed.
Target Company/ RGIL	Rotographics (India) Limited a public limited Company incorporated under the provision of the Companies Act, 1956, having its registered office at Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi-110076 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.

2. OFFER DETAILS

Offer Size	Acquisition of up to 9,36,338 (Nine Lakh Thirty-Six Thousand Three Hundred Thirty Eight) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer price/ Consideration	This cash Offer is being made at a price of ₹ 14/- (Rupees Fourteen only) per Offer Share. The Equity Shares of the Target Company are Infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹ 1,31,08,732/- (Rupees One Crore Thirty One Lakh Eight Thousand Seven Hundred and Thirty Two Only).

Mode of payment	The Offer Price is paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of offer	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement.

3. TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Details of underlying transaction						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement/ Allotment / market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /Voting Rights (VR) acquired (₹ in Lakhs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/ voting capital			
Direct	Share Purchase Agreement dated Thursday, February 09, 2023 between the Acquirer and the Promoter Sellers	18,40,300 Equity Shares	51.10%	₹ 257.64/-	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations

Note: Upon completion of the Offer, the Promoter Sellers shall not hold any Equity Shares of the Target Company, nor any management control, and shall cease to be promoter of the Target Company and the Acquirer shall be the new promoter of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

4. DETAILS OF ACQUIRER:

Details	Acquirer	Total
Name of Acquirer	Ashok Kumar Singhal	-
Address	House No. 1269, Sector-8 C, Chandigarh- 160009	
Name(s) of person in control/promoters of the Acquirers	Nil	-
Name of the Group, if any, to which the Acquirers belongs to	Nil	-

Pre Transaction shareholding:	Nil	Nil
• Number		
• % of total share capital	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	18,40,300	18,40,300
• Number		
• % of total share capital	51.10%	51.10%
Any other interest in the Target Company	As on the date of this Public Announcement, except for the execution of the Share Purchase Agreement, the Acquirer do not have any interest or any other relationship with the Target Company.	

5. DETAILS OF SELLING SHAREHOLDERS, 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	%
Pratap Burman	Yes	5,78,600	16.07%	Nil	Nil
Chanchala Burman	Yes	3,21,700	8.93%	Nil	Nil
Pratap Burman HUF	Yes	46,300	1.29%	Nil	Nil
Praxton Associates Private Limited	Yes	4,08,700	11.35%	Nil	Nil
Flow Pack (India) Private Limited	Yes	2,96,600	8.24%	Nil	Nil
Arms Advisory Services Private Limited	Yes	1,88,400	5.23%	Nil	Nil

6. TARGET COMPANY

Name	Rotographics (India) Limited
CIN	L74899DL1976PLC008036
Registered Office	Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi-110076
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

7. OTHER DETAILS

- This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.
- The Acquirer accept full responsibility for the information contained in this Public Announcement.
- 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 Thursday, February 16, 2023. 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, the Promoter Sellers, background to the Offer, relevant conditions under the Share Purchase Agreement, 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 he is aware of, and will comply with, his obligations as laid down under the SEBI (SAST) Regulations and has 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. All the information pertaining to the Promoters Sellers contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.

Issued by the Manager to the Open Offer



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Contact Person: Mr. Amit Puri

SEBI Registration Number: MB/INM000012944

Validity: Permanent

CIN: U74999DL2021PTC377748

ASHOK KUMAR SINGHAL
(Acquirer)

Place: New Delhi

Date: Thursday, February 09, 2023