

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.rotointia.co.in; Email Id: info@rotointia.co.in

OPEN OFFER FOR ACQUISITION OF UP TO 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")

The key financial information of the Target Company based on the un-audited 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, have 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/5b5d5f8b7...)

The key financial information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, have 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-42e0-9951-2ae722703a05.pdf and https://www.bseindia.com/xmi-data/corpling/AttachHis/5722f147-652c-43ae-acc0-f6c9b07b9e89.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 on the 10th (Tenth) working day 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 Seven Hundred and Seventy Only) ("Offer Consideration"), payable in Cash. ii. The payment of consideration shall be made to all the shareholders who have tendered their Equity Shares in compliance of the Offer. This Offer is being made under SEBI (SAST) Regulations, 2011 to all the shareholders of the Target Company, in terms of Regulation 7(6) of the Regulations, other than the Acquirer. iii. As on the date of this DPS, no approval will be required from any bank / financial institution for the purpose of this Offer, to the best of the knowledge of the Acquirer. iv. As on the date of this DPS, there are no other statutory approvals required to acquire the Equity Shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer will be subject to the receipt of such other statutory approvals also. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused or are not obtained within 2 (Two) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE and the registered office of the Target Company. v. The Offer is not a conditional Offer and not subject to any minimum level of acceptance. The Acquirer will acquire all the Equity Shares of the Target Company that are validly tendered as per terms of the Offer up to 34,19,338 (Thirty Four Lakh Nineteen Thousand Three Hundred and Thirty Eight Only) Equity Shares constituting 26.00% of the Expanded Equity Share capital of the Target Company. vi. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances together with the rights attached thereto, including all rights to dividend, bonus and rights after declared thereof. vii. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company. viii. The Manager to the Offer, Fintellectual Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period. (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. (F) As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on a continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR as amended and the Listing Agreement. However, the Acquirer undertakes to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreement within the time period mentioned therein.

II. BACKGROUND TO THE OFFER i. The Offer is a Triggered Mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. ii. The Acquirer has entered into the Share Purchase Agreement ("SPA") with the promoter seller on January 10, 2025, for acquisition of 18,40,300 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, the details of which are specified as under:

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 Shrey Gupta.

* Pre-Issue Paid-up Equity Share Capital of the Target Company. i. 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") ("Preferential Issue"), subject to the approval of the shareholders of the Target Company and other regulatory approvals, as applicable and out of which (i) 53,00,000 equity shares to the Acquirer and (ii) 42,50,000 equity share to other Public Shareholders. iv. By the above proposed acquisition, the Acquirer will be holding substantial stake and will be in control of the Target Company. Accordingly, this offer is being made in terms of regulation 3(1) and 4 read with regulation 13(2)(g) and other applicable provisions of the SEBI (SAST) Regulations. v. Pursuant to the completion of Open Offer under SEBI (SAST) Regulations, the existing Promoter shall not hold any management control, nor do they hold any Equity Shares of the Target Company 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, 2015, as amended. vi. The Acquirer will continue the existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company. vii. The salient features of the Share Purchase Agreement are as follows: a. The promoter seller is holding 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. b. The promoter seller has agreed to sell 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares and the Acquirer has agreed to acquire 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, constituting 51.10% of the equity share capital/voting share capital of the Target Company, at a negotiated price of ₹ 15/- (Rupees Fifteen Only) per equity share aggregating to an amount of ₹ 2,76,04,500/- (Rupees Two Crore Seventy Six Lakhs Four Thousand Five Hundred Only), payable in accordance with terms and conditions stipulated in the Share Purchase Agreement. c. The shares sold are free from all charges, encumbrances, pledges, lien, attachments, and litigations are not subjects to any lock in period. d. Upon completion of acquisition of the Sale Shares of the Company and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirer shall be replaced as the promoter of the Company and will exercise the control over the management and affairs of the Company and the Promoter Seller shall cease to be promoter of the Target Company.

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, and Acquirer (%). Rows include Shareholding before the date of Public Announcement, Equity Shares acquired between the date of the PA and the date of DPS, Shares to be acquired through Share Purchase Agreement, Shares to be acquired through preferential allotment, and Post Offer shareholding as of the 10th (Tenth) Working Day after the closure of the Offer.

#of the Expanded Equity Share Capital of the Target Company. *Assuming all the Equity Shares which are offered and are accepted in the Open Offer. The Acquirer reserve the right to alter the quantity or ratio of acquisition of Equity Shares amongst themselves based on actual shares tendered in the Open Offer.

IV. OFFER PRICE: i. The Equity Share Capital of the Target Company is currently listed on BSE Limited. ii. The total trading turnover in the Equity Shares of the Target Company on the Stock Exchange based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e., from January 01, 2024 to December 31, 2024) is as under:

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, and Total Trading Turnover (as % of total Equity Shares listed). Rows include BSE Limited and Stock Exchange.

(Source: www.bseindia.com) 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 2(1)(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, and Amount (in ₹). Rows include Highest Negotiated Price per Equity Share, Proposed Preferential Allotment Price, Volume-weighted average price paid or payable for acquisition, Highest price paid or payable for acquisitions, Volume-Weighted Average Market Price of shares, and Price determined by the acquirer and the manager.

"BBI Registered Valuer Mr. Manish Manwar, bearing BBI Registered Valuer Registration number 1BBV/RV/03/2021/14113" and having his office at No. 125, Tower B-3, Spaze Tech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 with the Email address using manishmanwar74@gmail.com, dated January 10, 2025, has certified that the fair value of the Equity Share of Target Company is ₹ 9.72/- (Rupees Nine and Seven Two Paise Only) per Equity Share.

In view of the parameters referred in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹ 15/- (Rupees Fifteen Only) per Equity Share as mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

iv. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc. where the record date for effecting such corporate actions falls prior to 3 Working Days prior to the commencement of Tendering Period of the Offer. v. As on the date of this Detailed Public Statement, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations and other applicable provisions of the SEBI (SAST) Regulations. vi. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period. In the event of such revision: a. the Acquirer shall make corresponding increases to the Escrow Amount (as defined below); b. make a public announcement in the same newspapers in which this Detailed Public Statement has been published; and c. simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges and the Target Company of its registered office of such revision.

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(9) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: a. Make corresponding increases to the Escrow Amount. b. make a public announcement in the same newspapers in which this Detailed Public Statement has been published; and c. simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision. However, the Acquirer shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer. viii. If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

V. 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 Seven Hundred and Seventy Only). ("Maximum Consideration"). ii. The Acquirer has adequate financial resources and has made financial arrangements for the implementation of the Offer in full, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through internal resources and no funds are borrowed from banks or financial institution for the purpose of this Open Offer. iii. Mr. Deepak Singh Bharara bearing membership number "577425", proprietor of M/s D S Bharara & Associates, (Chartered Accountants) as certified bearing unique document identification number "25577425BMMJWE4596" on January 10, 2025, bearing firm registration number "042442N" having his office located at Office 1, H no. 184, Street 11, Chandor Vihar, Mandawali, Patparganj, Delhi-110092, with contact details bearing 8802469860, and E-mail Address being dsbharara.associates@gmail.com, has certified, that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full. iv. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account in the name and style of "RILOPEN OFFER ESCROW ACCOUNT" bearing account number 01056820000272, with Yes Bank Limited, having its registered office at YES Bank House, 5th Floor, Off Western Express Highway, Santacruz East, Mumbai - 400055, India and a Branch Office at Yes Bank, JMD Galleria, Sohna Road, Sector-48, Gurgaon- 122018, holding SEBI Registration for Bankers to Issue (Code: INB00000935) (hereinafter referred to as the "Escrow Banker") and deposited therein an amount of ₹ 1,30,00,000/- (Rupees One Crore Thirty Lakhs Only), in cash, being more than 25% of the Maximum Consideration payable under the Offer. v. The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

vi. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

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. ii. If the holders of the Equity Shares who are not person's resident in India (including NRIs, OCIs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer. iii. As on date, to the best of the knowledge of the Acquirer, there are no Statutory Approvals other than as stated above are required to be obtained for the purpose of this Offer. iv. Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the Open Offer within 10 working days from the date of Closure of the Tendering Period. v. In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirer agreeing to pay interest to the Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Table with 3 columns: Nature of Activity, Day and Date. Rows include Date of the Public Announcement, Last date of publication of the Detailed Public Statement, Last date of filing of Draft Letter of Offer with SEBI, Last date for a Competing Offer, Identified Date, Last Date by which Letter of Offer will be dispatched to the Shareholders, Last Date for revising the Offer Price/ Offer Size, Last date by which an independent committee of the Board of Target Company shall give its recommendation, Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper, Date of commencement of tendering period (Offer Opening Date), Date of expiry of tendering period (Offer Closing Date), and Date by which all requirements including payment of consideration would be completed.

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer and the party to the Share Purchase Agreement) are eligible to participate in the Offer any time before the closure of the Offer.

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 Open Offer, are eligible to participate in the Open Offer. ii. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e. the date falling on the 10th (Tenth) Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. iii. The Public Shareholders may also download the Letter of Offer from the SEBI's website (www.sebi.gov.in), once available, or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP Identity-Client Identity, current address and contact details. iv. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer. v. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by Stock Exchanges in the form of a separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI circular number CIR/CFD/POLICYCELL/12015 dated April 13, 2015, as further amended by SEBI circular number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as per further amendment vide SEBI circular number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021. vi. BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer. vii. The Acquirer has appointed Nikunj Stock Brokers Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement for the Offer Shares tendered under Open Offer shall be made. The Contact details of the Buying Broker are as mentioned below: 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, Email Id: compliance@nikunjonline.com, SEBI Registration No.: IN2000169335

viii. All shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock broker ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period. ix. Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders. x. As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 03, 2016, bearing reference no. PR 49/2016, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well as eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

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. ii. The information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or publicly available sources or as provided by the Target Company. The Acquirer and Manager to the Offer have not independently verified such information and does not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company. iii. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Fintellectual Corporate Advisors Private Limited as the Manager to the Offer. iv. The acquirer has appointed Skyline Financial Services Private Limited as the Registrar to the Offer having office at First Floor, D-53, A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110028, Contact Person: Mr. Anuj Rana, Tel No: 011-40450193-97, E-mail: ipo@skylinefra.com. v. This Detailed Public Statement will also be available on SEBI's website at www.sebi.gov.in and the website of the Manager to the Offer at www.fintellectualadvisors.com

Issued by the Manager to the Open Offer



Fintellectual Corporate Advisors Private Limited, Corporate office: B-20, Second Floor, Sector-1, Noida, Uttar Pradesh-201301, Contact Number: 0120-4266080, Website: www.fintellectualadvisors.com, Email Address: info@fintellectualadvisors.com, Contact Person: Mr. Amit Puri, SEBI Registration Number: MB/INM00012944, Validity: Permanent, CIN: U74999DL2021PTC377748

Place: New Delhi, Date: January 16, 2025

Sd/- Shrey Gupta (Acquirer)

This Detailed Public Statement ("DPS") is being issued by Fintellectual Corporate Advisors Private Limited ("Manager to the offer" or "FCAPL"), on behalf of the Acquirer to 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 and Particulars. Rows include Acquirer, Agreement, Board of Directors, BSE Limited, Equity Shares/ Existing Equity Share Capital, Expanded Equity Share Capital, ISIN, Negotiated Price, Offer Period, Offer Price, Offer Shares, PA/Public Announcement, Promoter and Promoter Group, Promoter Seller, Post Issue Share Capital, Pre-Issue Paid-up Equity Share Capital, Preferential Allotment, Public Shareholders, SCRR, SEBI, SEBI Act, SEBI (LODR) Regulations, SEBI (SAST) Regulations, Share Purchase Agreement/ SPA, Target Company/ Target/RGIL, Tendering Period, Voting Share Capital, Working Day.

L. ACQUIRER, SELLER, TARGET COMPANY AND OFFER (A) Information about Acquirer: Mr. Shrey Gupta i. Nature of Entity: Individual ii. 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. His email id is shrey_gupta89@hotmail.com. iii. Mr. Shrey Gupta has a degree of Bachelor of Commerce (Honours) from Delhi University and a Master of Business Administration from Nottingham University and has varied experience of more than 6 years in the Aluminium industry. iv. Mr. Shrey Gupta does not belong to any group. v. As on the date of this DPS, Mr. Shrey Gupta holds Director Identification Number 01731869 and serves as a Director at Nivedan Fin-Invest-LEASE Limited, Malgenix Enterprises Private Limited, A B Edventure Private Limited, Shrey Industries Limited and RSK Foundation. He is not acting as a whole-time director of any company, nor is in a position on the Board of directors of any listed company. vi. As on the date of this DPS, Mr. Shrey Gupta does not hold any equity share in the Target Company and has not acquired any Equity shares of the Target Company during the 12 (Twelve) months period prior to the date of Public Announcement. vii. Mr. Shrey Gupta has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act. viii. Mr. Shrey Gupta is not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 2(1)(za) of the SEBI (SAST) Regulations. ix. Mr. Shrey Gupta is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(xb) of the SEBI (SAST) Regulations. x. Mr. Shrey Gupta undertakes that he will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations. xi. Mr. Shrey Gupta has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS. xii. The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to Mr. Shrey Gupta as he does not hold any shares in the Target Company. xiii. The Net Worth of Mr. Shrey Gupta as on December 31, 2024, is ₹ 20,71,80,914/- (Rupees Twenty Crore Seventy One Lakhs Eighty Thousand Nine Hundred and Fourteen Only) as certified bearing unique document identification number "25577425BMMJWD2806" on January 10, 2025 by Chartered Accountant, Mr. Deepak Singh Bharara bearing membership number "577425", proprietor of M/s D S Bharara & Associates, (Chartered Accountants) bearing firm registration number "042442N" having his office located at Office 1, H no. 184, Street 11, Chandor Vihar, Mandawali, Patparganj, Delhi-110092, with contact details bearing 8802469860, and E-mail Address being dsbharara.associates@gmail.com.

(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. ii. The details of the promoter seller ("Seller") are as stated hereunder:

Table with 4 columns: Sl. No., Name and Address of the Promoter Sellers, Nature of Entity, and Part of Promoter/ Promoter group (Yes/No). Row 1: Ashok Kumar Singhal, House No. 1269, Sector-8 C, Chandigarh-160009, Individual, Yes.

* Pre-Issue Paid-up Equity Share Capital of the Target Company

iii. Post completion of the SPA transaction and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirer shall be replaced as the promoter of the Company and will exercise the control over the management and affairs of the Company and the Promoter Seller shall cease to be promoter of the Target Company. iv. As per the information received from the Seller, he is not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

(C) Rotographics (India) Limited ("Target Company") "RGIL"/"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. Subsequently, the Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent upon change of name on conversion to public limited Company was issued by the Registrar of Companies, NCT of Delhi & Haryana on December 18, 1994. ii. Presently, the registered office of the Target Company is situated at Shop No. 37, Shanker Market, Connaught Place, New Delhi-110001. (Source: www.mca.gov.in) iii. Target Company is engaged in the business of trading of paper, steel, heavy machinery and fabric. (Source: http://rotointia.co.in/Company_Profile.html and Auditors' Report). iv. As on date of this DPS, the Authorized Share Capital of the Company is ₹ 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of ₹ 10/- each and the issued, Subscribed and Paid-up Capital of the Target Company is ₹ 3,60,13,000/- (Rupees Three Crore Sixty Lakh Thirteen Thousand Only) divided into 36,01,300 (Thirty Six Lakh One Thousand Three Hundred) equity shares of ₹ 10/- (Indian Rupees Ten Only) each. (Source: www.mca.gov.in; www.bseindia.com) v. As on date, the Target Company does not have any partly paid up equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock in obligations. vi. The equity shares of the Target Company are listed on BSE Limited having a Scrip Code of 539922 and Symbol RGIL. The ISIN of Equity Shares of Target Company is INE364501014. (Source: www.bseindia.com) vii. The Equity Shares are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations as on the date of this DPS. viii. As on date of this DPS, there is no subsidiary or holding company of the Target Company. ix. There has been no merger/de-merger, spin-off during last three years involving the Target Company.