

Date: March 19, 2025

To,
BSE Limited,
Floor 25, P.J. Towers, Dalal Street,
Mumbai 400 001

Scrip Code: 524610

Subject: Synopsis of the Resolution Plan & re-intimation of the Record Date.

Reference: Outcome of Board Meeting held on March 04, 2025, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Dear Sir(s)/Madam(s),

Further to our earlier communication regarding the outcome of the Board Meeting held on March 04, 2025 (*Copy of the Board Meeting Outcome is attached*), where the Board of Directors has Fixed record date, i.e. **March 21, 2025**, for the purpose of identifying the shareholders of the Company whose name are appearing in the Register of Members of the Company maintained by the Registrar and Share Transfer Agent of the Company and who will be subject to the capital reduction by the Company in terms of the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") vide its order dated 27th July 2023, read with Hon'ble NCLAT order dated 15th October 2024.

In this regard, we are attaching the relevant extract and a synopsis of the **Resolution Plan** for your reference.

We request you to take the above information on Record Date and issue the record date notice.

We shall be highly obliged.

Thanking You,
Yours Faithfully
For Rathi Graphic Technologies Limited

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JYOTI JHA
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Jyoti Jha
Director
Date: March 19, 2025



Date: March 04, 2025

To,
BSE Limited,
Floor 25, P.J. Towers, Dalal Street,
Mumbai 400 001

Scrip Code: 524610

Subject: Outcome of Board Meeting/Announcements pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Dear Sir(s)/Madam(s),

M/s Rathi Graphic Technologies Limited (“the Company”) was undergoing Corporate Insolvency Resolution Process (“CIRP”) and subsequently the resolution plan (“Resolution Plan”) submitted by M/s Surbhika Steels Private Limited through its unit Nikunj Udyog (“Successful Resolution Applicant”) was approved by the Hon’ble National Company Law Tribunal, Allahabad Bench (“NCLT”) vide its order dated 27th July 2023, read with Hon’ble NCLAT order dated 15th October 2024.

As per the terms of the approved Resolution Plan, we please to inform you that the Board of Directors of the Company at its meeting held on March 04, 2025 has, inter alia, considered and approved the following matters:

1. Appointment of Mr. Nikunj Daga (DIN: 00360712) as Chairman and Managing Director for a period of 5 years, commencing from March 04, 2025, subject to the approval of the members of the Company.

*The relevant particulars required to be disclosed pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has been provided hereunder as **Annexure A***

2. Appointment of Ms. Geeta as the Chief Financial Officer of the Company. Brief profile is enclosed as **Annexure B** having PAN: DGYPG4680K w.e.f. March 04, 2025.

*The relevant particulars required to be disclosed pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has been provided hereunder as **Annexure B***

3. Appointment of Ms. Sameeksha Upreti (Membership No: F9638) to the position of Company Secretary and Compliance Officer of the Company.

*The relevant particulars required to be disclosed pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has been provided hereunder as **Annexure C***

4. Appointment of M/s H.G. & Co, Chartered Accountants, (FRN: 013074C) as Statutory Auditors of the Company for the FY 2024-25

*The relevant particulars required to be disclosed pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has been provided hereunder as **Annexure D***



5. Appointment of M/s. Nitin Brij & Co, Chartered Accountants (FRN: 009771C), as the Internal Auditors of the Company for the FY 2024-25.

*The relevant particulars required to be disclosed pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has been provided hereunder as **Annexure E***

6. Appointment of M/s. Samir Bhatnagar & Company, Company Secretaries, as the Secretarial Auditor of the Company for conducting secretarial audit for the financial year 2024-2025.

*The relevant particulars required to be disclosed pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has been provided hereunder as **Annexure F***

7. Fixed record date, i.e. **March 21, 2025**, for the purpose of identifying the shareholders of the Company whose name are appearing in the Register of Members of the Company maintained by the Registrar and Share Transfer Agent of the Company and who will be subject to the capital reduction by the Company in terms of the Approved Resolution Plan.

Any further intimation will be submitted to the Stock Exchange in due course.

8. Reconstitution of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Board pursuant to Resolution Plan in respect of the Company approved by the Hon'ble NCLT vide its order dated 27th July 2023.

AUDIT COMMITTEE

S. No.	Name of the Director	Designation
1	Mr. Gagninder Kumar Gandhi	Additional Director (Non-Executive Independent Director), Chairman of the Committee
2	Mr. Sukesh Thirani	Additional Director (Non-Executive Independent Director), Member of the Committee
3	Mr. Nikunj Daga	Managing Director , Member of the Committee

NOMINATION & REMUNERATION COMMITTEE

S. No.	Name of the Director	Designation
1	Mr. Gagninder Kumar Gandhi	Additional Director (Non-Executive Independent Director), Chairman of the Committee
2	Mr. Sukesh Thirani	Additional Director (Non-Executive Independent Director), Member of the Committee
3	Ms. Jyoti Jha	Additional Director (Non-Executive Director), Member of the Committee



STAKEHOLDERS' RELATIONSHIP COMMITTEE

S. No.	Name of the Director	Designation
1	Mr. Gagninder Kumar Gandhi	Additional Director (Non-Executive Independent Director), Chairman of the Committee
2	Mr. Sukesh Thirani	Additional Director (Non-Executive Independent Director), Member of the Committee
3	Mr. Nikunj Daga	Managing Director, Member of the Committee

The mee ng of the Board of Directors commenced at 5:00 P.M. and concluded at 6:15 P.M.

We request you to take the above information on record.

Thanking You,
Yours Faithfully

For Rathi Graphic Technologies Limited

Jyoti Jha
Director
Date: March 04, 2025



Date: March 05, 2025

To,
BSE Limited,
Floor 25, P.J. Towers, Dalal Street,
Mumbai – 400001

Subject: Synopsis of the Resolution Plan of Rathi Graphic Technologies Limited (“the Company”).

Dear Sir/ Madam,

In reference to the captioned subject, we would like to mention that the Board of Directors of Rathi Graphic Technologies Limited (“the Company”/ “Corporate Debtor”) in their meeting held on Tuesday, March 04, 2025, has given effect to the resolution plan, approved by Hon’ble National Company Law Tribunal, Allahabad Bench (“NCLT”) vide their order dated July 27, 2023 (“NCLT Order”) issued under Section 31 of the Insolvency and Bankruptcy Code, 2016 (“IBC”) read with Hon’ble NCLAT order dated October 15, 2024, submitted by M/s. Surbhika Steels Private Limited through its unit Nikunj Udyog (“Resolution Applicant”).

Synopsis of the Resolution Plan

1. The Company was involved in the business of Manufacturing of toners to be used in photocopier and printers. Due to some reasons, the Company went into financial stress.
2. An application under Section 7 of the IBC before the NCLT at Allahabad Bench, for initiation of Corporate Insolvency Resolution Process (CIRP). Consequently, Hon’ble NCLT vide its order dated February 03, 2020, initiated the CIRP against the Company.
3. Further, Resolution Applicant submitted the Resolution Plan and pursuant thereto, the Resolution Plan was filed by the Resolution Professional with the Hon’ble NCLT for its approval and was accorded approval of the Hon’ble NCLT under Section 31 of the IBC Code vide order dated July 27, 2023, read with Hon’ble NCLAT order dated October 15, 2024.
4. In compliance with the Order of Hon'ble NCLT, Allahabad Bench dated July 27, 2023, read with Hon’ble NCLAT order dated October 15, 2024 (“Approval Order”) approving the Resolution Plan submitted by the Resolution Applicant:
 - a) the entire Existing Equity Share Capital of the Company shall stand cancelled, extinguished to the extent of 1,62,74,610 Equity Shares and be regarded as reduction of share capital of the Company to 99%.
 - b) Further, 58.66% shares of the reduced share capital shall be transferred to Resolution Applicant and balance 41.34% shares of the reduced share capital shall remain with public.
 - c) The Company shall issue and allot such number of equity shares of Rs.10/- each fully paid up as permitted under applicable laws, in lieu of the amount invested by the Resolution Applicant (“New Equity Shares”) by way of a private placement.

Thanking You,
Yours Faithfully
For Rathi Graphic Technologies Limited



Rathi Graphic Technologies Limited

CIN : L26960UP1991PLC013770



JYOTI
JHA

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JYOTI JHA
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Jyoti Jha

Director

DIN: 10930742

**Address: L-952 Gali 22, Sangam Vihar Deoli,
Khanpur, South Delhi, Delhi- 110062**



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Works SP921 RIICO Industrial Area Phase-III Bhiwadi 301019 Rajasthan India Phone 91 1493 511966, 512966
Registered Office D-12A, Sector - 9, New Vijay Nagar, Ghaziabad (Uttar Pradesh) Mobile : 9582668855

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ANNEXURE 1

STRUCTURE FOR ACQUISITION OF CONTROL OVER THE CD BY THE RA

Current Share Capital of the CD:

Particulars	No. of Shares	Amount (Rs.)
Authorised Share Capital	3,00,00,000	30,00,00,000.00
Issued, Subscribed and fully paid up Share Capital (Equity shares of Rs. 10/- each)	1,64,39,000	16,43,39,000.00

Shareholding pattern as provided in the IM

Category of shareholder	No. of share holders	Total no. shares held	Total Voting right	No. of Shares pledged
(A) Promoter & Promoter Group	5	96,42,978	58.66	6,76,808
A1) Indian				
Individuals/Hindu undivided Family				
Sushila Rathi		6,76,808	4.12	6,76,808
Saurabh Rathi		48,942	0.30	
Raj Kumar Rathi		31,73,462	19.30	
Any Other (specify)				
Alpha Stock And Finservices Pvt Limited		19,78,158	12.03	
Shark Packaging(India) Pvt Limited		37,65,608	22.91	
(B) Public	6,299	67,96,022	41.34	
Grand Total	6,304	1,64,39,000	100.00	6,76,808



As an integral part of the Resolution Plan, the RA proposes to acquire a controlling stake in the CD in the manner set out in this annexure of this Resolution Plan and upon implementation of each of the following steps in the strict sequence set out hereunder:

The Resolution Plan as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Adjudicating Authority, shall become effective from the date of the approval of the Resolution Plan by Adjudicating Authority.



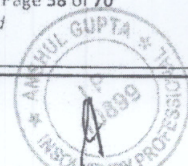
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The CD will be acquired on an "as is where is" and "no-recourse" basis. Following steps shall take place in the order of sequence mentioned below as an integral part of the Resolution Plan:

STEP 1: CAPITAL REDUCTION OF THE EXISTING SHARE CAPITAL OF THE CD

1. Upon implementation, as an integral part of this Resolution Plan, the entire Existing Equity Share Capital of the CD shall stand cancelled, extinguished and annulled to the extent of 1,62,74,610 shares on or before the Plan Effective Date and be regarded as reduction of share capital of the CD to 99% and 58.66% shares of the reduced share capital shall be transferred to RA and balance 41.34% shares of the reduced share capital shall remain with public; Further COC has to ensure for transfer of 58.66% shares of the reduced share capital to the RA.
2. The requirement of adding "and reduced" in the name of the CD to be dispensed with;
3. The capital reduction shall be effected as an integral part of this Resolution Plan itself, without having to follow the process under Section 66 of the Companies Act 2013 separately, and the order of the Adjudicating Authority sanctioning this Resolution Plan shall be deemed to be an order under Section 66 of the Companies Act 2013 confirming the capital reduction. The CD will comply with any the procedural requirements with respect to filing of requisite forms, if required with respect to the capital reduction;
4. The approval of this Resolution Plan by the Adjudicating Authority shall be deemed to have waived all the procedural requirements in terms of Section 66 of the Companies Act 2013 and the NCLT (Procedure for Reduction of Share Capital), Rules 2016;
5. In case the CD has not got the equity shares dematerialised as required under the Companies Act 2013, the COC/NCLT to ensure the smooth transfer of physical shares to RA/waiver of provisions for transfer of shares only in dematerialised form. Else CD may be directed to get the shares dematerialised and thereafter transfer the same to RA.



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6. Upon implementation of this step, the share certificates or shares issued in the dematerialized form, in respect of the Existing Share Capital of the CD held by their respective holders shall also be deemed to have been reduced;
7. The RA would want the promoters / guarantors to make available their stake holding to the resolution applicant at Rs. 10/- per share thus giving RA a right to purchase their holding. However, the same should not be considered as any specific condition to the resolution plan.
8. Accounting Treatment: The amount of reduction in the equity share capital of the CD shall be credited to the reserve of the CD;

STEP 2: INFUSION OF FUNDS BY APPLICANT

1. Simultaneously with the Capital Reduction, the RA will make necessary investment in the CD to implement this Resolution Plan. The CD shall issue and allot equity shares of Rs.10/- each fully paid up in lieu of the amount invested by the CD ("New Equity Shares") by way of a private placement;
2. The RA may further infuse funds (by way of equity or subordinated debt or Debt or quasi Equity) to meet the payments due as per the Resolution Plan to the stakeholders;
3. It is clarified that the approval of the Adjudicating Authority shall constitute adequate approval for issuance of equity shares by the CD to the RA in accordance with Section 42 and Section 62(1)(c) of the Companies Act 2013 and accordingly, no approval or consent shall be necessary from any other Person/ Governmental Authority in relation to either of these actions under any agreement, the constitution documents of the CD or under any Applicable Law. All disclosures will be made in accordance with Applicable Law;
4. The RA, along with its nominees, will hold 58.66% of the total equity share capital of the CD upon effectiveness of the Capital Reduction and the equity infusion by the RA;
5. The CD shall and the Interim Board shall cause the CD to file the return of allotment in Form PAS-3 with the ROC within the time period prescribed under Applicable Law in respect of the offer and issuance of New Equity Shares;

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