

July 18, 2024

To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 532687

National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra, Mumbai - 400 051
Symbol: REPRO

Dear Sir/Madam,

Sub: Notice of 31st Annual General Meeting (AGM) of Repro India Limited for the Financial Year 2023-24

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Notice of the 31st Annual General Meeting ('AGM') of Repro India Limited ('the Company') for the Financial Year 2023-24 is scheduled to be held on **Friday, August 09, 2024 at 3:30 p.m. (IST)** through Video Conferencing/Other Audio-Visual Means in compliance with the applicable circulars issued in this regard by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of the AGM along with the Annual Report for the Financial Year 2023-2024 is also available on the website of the Company at www.reproindia ltd.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For Repro India Limited

Almina Shaikh
Company Secretary & Compliance Officer

Encl: Notice of AGM

NOTICE

NOTICE is hereby given that the Thirty-first (31st) Annual General Meeting ("AGM") of the Members of Repro India Limited ("the Company") will be held on **Friday, August 09, 2024 at 3:30 p.m. (IST)**, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited (Standalone and Consolidated) Financial Statements

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited (Standalone and Consolidated) Financial Statements for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted".

Item No. 2 – Appointment of Mr. Mukesh Dhruve as a Director, liable to retire by rotation

To appoint a Director in the place of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mukesh Dhruve (DIN: 00081424) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For Repro India Limited

Place: Mumbai
Date: May 10, 2024

Almina Shaikh
Company Secretary & Compliance Officer
Membership No.: ACS 44431

Registered Office:

11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.
CIN: L22200MH1993PLC071431
Email: investor@reproindialtd.com
Website: www.reproindialtd.com
Tel: +91-022-71914000

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI read with the circulars issued earlier on the subject (hereinafter collectively referred to as “Circulars”), Companies are allowed to hold AGM through Video Conferencing/Other Audio-Visual Mode means (“VC/OAVM”), without the physical presence of the Members at a common venue till September 30, 2024. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the Company is convening the 31st AGM through VC/OAVM, on Friday, August 09, 2024 at 3:30 p.m. The proceedings of the AGM will be deemed to be conducted at the registered office of the Company situated at 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
2. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
3. Details of the Director with respect to Item No. 2 pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. Institutional Members/Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization, etc., with attested specimen signature authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.com and investor@reproindia ltd.com
5. Only Registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e Friday, August 02, 2024, will be entitled to vote at the AGM.
7. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, August 03, 2024 to Friday, August 09, 2024 (both days inclusive).
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent (“RTA”). The relevant forms to update the above-mentioned details are available on the Company’s website at www.reproindia ltd.com and on the website of the RTA at <https://linkintime.co.in/home-KYC.html>

To mitigate unintended challenges on account freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done along with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer process detailed on <https://linkintime.co.in/home-KYC.html> and proceed accordingly.

10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only. While processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.reproindialtd.com and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited ('LIPL') at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. To eliminate all risks associated with physical shares and inherent benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. For further assistance in this regard, Members can contact Link Intime through e-mail at rnt.helpdesk@linkintime.co.in or contact at +91-8108116767.
12. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN card number/copy of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. In accordance with the provisions of Section 72 of the Act, and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The aforementioned forms can be downloaded from the Company's website www.reproindialtd.com and on the website of Link Intime at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL in case the shares are held in physical form.
15. SEBI vide Circular no-SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) has established a common Online Dispute Resolution ('ODR portal') for resolution of Disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investor can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's website <https://www.reproindia ltd.com> under section "Online Dispute Resolution (ODR)".

16. Members are requested to note that dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
17. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company via email to investor@reproindia ltd.com or RTA via email to IEPF Shares iepf.shares@linkintime.co.in and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form no. IEPF-5, which is available on www.iepf.gov.in for claiming the dividend and/or shares.
18. The register of Directors and Key Managerial Personnel ("KMP") and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts and or Arrangements in which Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an email to investor@reproindia ltd.com
19. Pursuant to MCA Circulars and the SEBI Circulars, the Notice of the AGM and the Annual Report along with the process of e-voting is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively hereinafter referred as "Depositories"), unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report for the Financial year 2023-2024 are available on the Company's website at www.reproindia ltd.com and may 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 and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsd.com
20. Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited ('NSDL') e-voting website at www.evoting.nsd.com Please note that the facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders'- Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. Instructions for e-voting and joining the AGM are as follows:

A. Voting through electronic means:

In compliance with 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 the Listing Regulations (as amended), the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically prior to the AGM as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if it/they have been passed at the AGM.

The instructions for Members voting electronically are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Tuesday, August 06, 2024 and ends at 5.00 p.m. on Thursday, August 08, 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date ('record date') of Friday, August 02, 2024, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing August 06, 2024 to August 08, 2024 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

- (ii) The details of the process and manner for remote e-voting are explained herein below:

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

Step 2: Cast your vote electronically and join a virtual meeting on NSDL e-voting system.





Details on Step 1 are mentioned below:

I. Login method for remote e-voting and joining virtual meeting for Individual Shareholders/Members holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDEAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.
	<p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. 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 (i.e. your sixteen digit demat account number held with NSDL), Password /OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against company name or e-voting service provider - 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 and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi/Easiest facility, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) logging through their Depository Participants (DPs)	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you 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 options available against company name or e-voting service provider - 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 and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

II. 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 or by clicking the 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 “Shareholders / 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.
4. 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.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

6. Your password details 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 by NSDL. 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 e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com Open the e-mail 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) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned below in this notice.

7. 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
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

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-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 and you will receive a confirmation by way of a SMS on your registered mobile number.
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.

Process for those shareholders whose email ids are not registered with the Depositories/Company 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investor@reproindia ltd.com
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to investor@reproindia ltd.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login

method explained at step 1 (l) 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 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, 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.

General Guidelines for Members:

- 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 to reset the password.
- In case of any queries relating to e-voting you may refer to the FAQs for Members and e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com> or call at 022-4886 7000 or send a request at evoting@nsdl.com
- Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
- Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- The instructions for members for e-voting on the day of the AGM are mentioned in point number 23(A).

Process for registration of E-mail id for obtaining Annual Report and user ID/password for e-voting and updation of bank account mandate:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, LIPL at nt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) for registering e-mail address. Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank, b) The Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11digit IFSC Code f) A scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.</p>

- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 02, 2024 i.e. the cut-off date.
- The members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through 'VC/OAVM' but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast by the members, such members shall not be allowed to change it subsequently.
- Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, August 02, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- The Board of Directors has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- At the end of discussion on the resolutions on which voting is to be held, voting by use of e-voting system will be allowed for all those Members who are present during the AGM through 'VC/OAVM' but have not cast their votes by availing the e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the Meeting.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
- The results declared along with Scrutinizer Report shall be placed on the Company's website www.reproindia ltd.com and on the website of NSDL <https://www.evoting.nsd.com> The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be able to attend the AGM through 'VC/OAVM' or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsd.com> 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.
- 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Facility of joining the AGM through 'VC/OAVM' shall open 30 minutes before the time scheduled for the AGM.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022-4886 7000 or contact Ms. Pallavi Mhatre, Sr. Manager at pallavid@nsdl.co.in Kindly quote your name, DP ID-Client ID/folio no. and e-voting Event Number in all your communications.

- v. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investor@reproindia ltd.com on or before August 07, 2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id investor@reproindia ltd.com will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

By Order of the Board of Directors
For Repro India Limited

Place: Mumbai
Date: May 10, 2024

Almina Shaikh
Company Secretary & Compliance Officer
Membership No. ACS 44431

Registered Office:

11th Floor, Sun Paradise Business Plaza, B Wing,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindia ltd.com
Website: www.reproindia ltd.com
Tel: +91-022-71914000

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the AGM

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meeting]

1. Mr. Mukesh Dhruve

Brief Profile:

Name of the Director	Mr. Mukesh Dhruve
Director Identification Number (DIN)	00081424
Date of Birth (Age)	April 28, 1960 (64 years)
Nationality	Indian
Date of first appointment on the Board	December 28, 1993
Qualifications	Bachelor's degree in Commerce, FCA
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item no. 2 of the Notice, Mr. Mukesh Dhruve's office as a Director shall be subject to retirement by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 35,40,000
Expertise in specific functional areas	Mr. Mukesh Dhruve has been associated with the Company since its inception as a Promoter. He played a key role in ensuring the robust growth of the organization with overseeing over the functions of Accounting, Legal, Marketing, and Investor Relations along with the Company's co-founder promoters. He is the main guiding force behind the growth and business strategy of the Company. He played a key role in ensuring the consistent growth of the Company and helped to build a robust framework for excellence in implementation. He played a critical role in the expansion of the business by exporting the books to Africa. In addition to being responsible for building relationships with financial institutions and banks, he also directs the Company's finance, legal, and statutory operations as well as the investor relations activities.
No. of shares held in the Company	2,10,916 Equity Shares
Directorships held in other Listed Companies	Nil
Memberships of Committees in other listed Companies	Nil
Names of listed entities from which resigned in the past three years	NA
Relationships between the Directors inter-se	NA
Number of Board Meeting Attended (FY 2023-24)	5